

MULLANEY

8/17/2017

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK  
CASE NO. 16-13607(SMB)

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IN RE:

WONDERWORK, INC.,

Debtor.  
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INTERVIEW OF BRIAN MULLANEY

VOLUME II

345 PARK AVENUE

NEW YORK, NEW YORK

August 17, 2017 - 9:00 A.M.

Reported by:

Arielle Santos

JOB NO. 19385

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<p style="text-align: right;">Page 298</p> <p>1 APPEARANCES:</p> <p>2</p> <p>3 FOR THE DEBTORS:</p> <p>4 BY - LEONARDO TRIVIGNO, ESQ.</p> <p>5 trivigno@clm.com</p> <p>6 CARTER LEDYARD &amp; MILBURN LLP</p> <p>7 2 Wall Street</p> <p>8 New York, NY 10005</p> <p>9</p> <p>10 BY - BETHANY SIMMONS, ESQ.</p> <p>11 bsimmons@loeb.com</p> <p>12 BY - WALTER CURCHACK, ESQ.</p> <p>13 wcurchack@loeb.com</p> <p>14 LOEB &amp; LOEB</p> <p>15 345 Park Avenue</p> <p>16 New York, New York 10022</p> <p>17</p> <p>18 BY - GARY POLKOWITZ, CPA, CIRA</p> <p>19 gpolkowitz@goldinassociates.com</p> <p>20 GOLDIN ASSOCIATES</p> <p>21 350 Fifth Avenue</p> <p>22 New York, NY 10118</p> <p>23</p> <p>24 COURT-APPOINTED EXAMINER: JASON LILIEN</p> <p>25</p>	<p style="text-align: right;">Page 300</p> <p>1 Exhibit 28, e-mail, September 6, 2013, 426</p> <p>2 Bates 7589 through 7607</p> <p>3 Exhibit 29, e-mail, Bates 11581 430</p> <p>4 Exhibit 30, letter, April 23, 2014, 443</p> <p>5 Exhibit 31, letters dated February 18, 445</p> <p>6 2015, Bates 8108 through 8122</p> <p>7 Exhibit 32, document, February 11, 451</p> <p>8 2014, Bates WON 07840</p> <p>9 Exhibit 33, Declaration in Opposition 456</p> <p>10 to HelpMeSee's Motion to</p> <p>11 Appoint a Trustee</p> <p>12 Exhibit 34, letter, February 16, 2017, 457</p> <p>13 Bates 0240289 through 5</p> <p>14 Exhibit 35, e-mail, September 12, 2013, 458</p> <p>15 Bates 012040</p> <p>16 Exhibit 36, e-mail, Bates 12053 461</p> <p>17 Exhibit 37, e-mail, June 25, 2013, 464</p> <p>18 Bates 33625-1 and -2</p> <p>19 Exhibit 38, Bates 010614 through 16, 490</p> <p>20 WonderWork Board Minutes</p> <p>21 October 2016</p> <p>22 Exhibit 39, complete set, minutes, 490</p> <p>23 Bates 1251 through 1304</p> <p>24 Exhibit 40, e-mail, November 11, 2015, 503</p> <p>25 Bates 193824</p>

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<p style="text-align: right;">Page 302</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. CURCHACK: We are back</p> <p>3 on the record.</p> <p>4 THE WITNESS: I did the</p> <p>5 research last night on the</p> <p>6 2 percent overhead claim in the</p> <p>7 20/20/20 mailer, and it is</p> <p>8 accurate.</p> <p>9 MR. TRIVIGNO: Just for the</p> <p>10 record, we are referring to</p> <p>11 Mullaney-12, Exhibit Mullaney 12.</p> <p>12 THE WITNESS: The -- where</p> <p>13 is it -- (Reviewing.)</p> <p>14 MR. TRIVIGNO: Also</p> <p>15 Mullaney-17, which is the CHR-500,</p> <p>16 with the audited financials in the</p> <p>17 back.</p> <p>18 MR. CURCHACK: That's fiscal</p> <p>19 year --</p> <p>20 MR. TRIVIGNO: Ending 2014.</p> <p>21 MR. CURCHACK: Okay.</p> <p>22 MR. TRIVIGNO: Specifically</p> <p>23 WON-EX 227.</p> <p>24 MR. LILIEN: Say that again.</p> <p>25 MR. TRIVIGNO: WON-EX 227.</p>	<p style="text-align: right;">Page 304</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 revenues went down when we stopped</p> <p>3 doing the huge direct mailings.</p> <p>4 And we worked really hard to</p> <p>5 keep our overhead really low, and</p> <p>6 this will show you how we compare</p> <p>7 it to other charities in terms of</p> <p>8 overhead and productivity.</p> <p>9 This is something we track</p> <p>10 all the time. Smile Train</p> <p>11 overhead was less than 1 percent.</p> <p>12 As a non-profit guy, most</p> <p>13 charities are 20 to 30 percent</p> <p>14 overhead.</p> <p>15 BY MR. CURCHACK:</p> <p>16 Q Now, what is included in the</p> <p>17 management in general line -- we are</p> <p>18 looking at page 0227.</p> <p>19 A (Reviewing.)</p> <p>20 You can see it right here:</p> <p>21 Salaries and related expenses,</p> <p>22 professional consulting fees, our</p> <p>23 rent, office supplies and services,</p> <p>24 depreciation of our equipment and</p> <p>25 travel.</p>



<p style="text-align: right;">Page 305</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q Right.</p> <p>3 If you look at the salaries</p> <p>4 and related expenses line, the total</p> <p>5 of that line is \$1,721,000, but the</p> <p>6 allocation to management in general is</p> <p>7 \$74,000; is that correct?</p> <p>8 A (Reviewing.)</p> <p>9 Yes.</p> <p>10 Q So how is that allocation of</p> <p>11 that 1.7 million to \$74,000 made?</p> <p>12 A Well, Hana sits down with</p> <p>13 the auditors at the end of every year,</p> <p>14 and they allocate how much time was</p> <p>15 spent on what and that's how it's</p> <p>16 done.</p> <p>17 MR. LILIEN: The auditors</p> <p>18 rely on information provided by</p> <p>19 management; they don't make up</p> <p>20 numbers?</p> <p>21 THE WITNESS: No, but they</p> <p>22 question what you give them.</p> <p>23 MR. LILIEN: That's not what</p> <p>24 I am asking.</p> <p>25 They rely on the numbers --</p>	<p style="text-align: right;">Page 307</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 donor, the number that you are</p> <p>3 referring to is \$286,000.</p> <p>4 MR. CURCHACK: For this</p> <p>5 year?</p> <p>6 MR. LILIEN: For this year.</p> <p>7 THE WITNESS: Yes.</p> <p>8 BY MR. CURCHACK:</p> <p>9 Q Okay.</p> <p>10 But when you say that a</p> <p>11 generous donor is covering all</p> <p>12 overhead and fundraising costs, that</p> <p>13 would include --</p> <p>14 A Fundraising.</p> <p>15 Q -- the fundraising column in</p> <p>16 this case for fiscal 2014 is</p> <p>17 \$4.6 million; is that correct?</p> <p>18 A Yes.</p> <p>19 I am working on the other</p> <p>20 thing, the grants that you asked me</p> <p>21 about.</p> <p>22 Two or three of them, they</p> <p>23 all started in that fiscal year, but</p> <p>24 two or three of them finished in the</p> <p>25 other year, and your question was on</p>
<p style="text-align: right;">Page 306</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Right.</p> <p>3 MR. LILIEN: -- that are</p> <p>4 given by management?</p> <p>5 THE WITNESS: Right.</p> <p>6 MR. LILIEN: So this \$74,000</p> <p>7 number --</p> <p>8 THE WITNESS: Yeah.</p> <p>9 MR. LILIEN: -- was based on</p> <p>10 information Hana provided to the</p> <p>11 auditors?</p> <p>12 THE WITNESS: Yes. Yes.</p> <p>13 MR. LILIEN: And this</p> <p>14 represents the total that you</p> <p>15 would treat as overhead?</p> <p>16 THE WITNESS: The 286?</p> <p>17 MR. LILIEN: Yes.</p> <p>18 THE WITNESS: Yes.</p> <p>19 MR. LILIEN: So when you're</p> <p>20 telling donors that overhead is</p> <p>21 covered entirely by a generous</p> <p>22 donor -- public donors --</p> <p>23 THE WITNESS: Hm-hm.</p> <p>24 MR. LILIEN: -- that</p> <p>25 overhead is covered by a generous</p>	<p style="text-align: right;">Page 308</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 grants given.</p> <p>3 So sometimes we pay partners</p> <p>4 up front and pay them at the end, so I</p> <p>5 don't have the answer to that.</p> <p>6 I am researching it today</p> <p>7 and I will have it today or shortly.</p> <p>8 MR. LILIEN: You are</p> <p>9 referring to -- can you be more</p> <p>10 specific as to what you are</p> <p>11 referring to?</p> <p>12 THE WITNESS: What we ended</p> <p>13 with on yesterday.</p> <p>14 MR. TRIVIGNO: Mullaney-16,</p> <p>15 the questions about --</p> <p>16 THE WITNESS: The four</p> <p>17 grants, they were all given in</p> <p>18 that fiscal year, but they did not</p> <p>19 all complete in that year -- the</p> <p>20 fiscal year.</p> <p>21 MR. LILIEN: But the reports</p> <p>22 indicate they were sent out</p> <p>23 immediately --</p> <p>24 THE WITNESS: Right.</p> <p>25 MR. LILIEN: -- within that</p>

<p style="text-align: right;">Page 309</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 fiscal year?</p> <p>3 THE WITNESS: Yes. They</p> <p>4 were put to use immediately. We</p> <p>5 can award a grant, but sometimes</p> <p>6 we give 50 percent up front and</p> <p>7 50 percent when the grant is</p> <p>8 completed.</p> <p>9 MR. LILIEN: I am not sure</p> <p>10 that's what the report says.</p> <p>11 They -- maybe we should pull them</p> <p>12 out.</p> <p>13 THE WITNESS: So they were</p> <p>14 put to immediate use, so</p> <p>15 distributed immediately. Right.</p> <p>16 BY MR. CURCHACK:</p> <p>17 Q Well, I am looking at, for</p> <p>18 example, the [REDACTED] report at page</p> <p>19 012291.</p> <p>20 It says, "We distributed</p> <p>21 this grant to our partner who was able</p> <p>22 to put this money to use immediately."</p> <p>23 A Right.</p> <p>24 Q What is your understanding</p> <p>25 of the word "immediately"?</p>	<p style="text-align: right;">Page 311</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 20/200 when he came in, and he was</p> <p>3 20/60 when he left. We will say how</p> <p>4 blind they are and where they came</p> <p>5 from and everything.</p> <p>6 So we do track that and we</p> <p>7 are cognizant of that and care about</p> <p>8 that as partners do, but we will have</p> <p>9 more -- we will have a complete system</p> <p>10 up and running.</p> <p>11 It's in, like, beta right</p> <p>12 now, but it should be done by the end</p> <p>13 of the year.</p> <p>14 MR. LILIEN: The point you</p> <p>15 are making, you currently don't do</p> <p>16 that screening up front, but</p> <p>17 you -- you're looking through the</p> <p>18 database to do it going forward up</p> <p>19 front or at the end?</p> <p>20 THE WITNESS: No, all our</p> <p>21 the partners do it up front, but</p> <p>22 we don't get all the charts, and</p> <p>23 we don't have all the data.</p> <p>24 MR. LILIEN: When you say</p> <p>25 your partners do it up front --</p>
<p style="text-align: right;">Page 310</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Well, I understand what you</p> <p>3 are saying, and I will come back to</p> <p>4 you with exactly what happened.</p> <p>5 All I know is when I went to</p> <p>6 the office last night, they completed</p> <p>7 in the following year, so I will find</p> <p>8 out exactly.</p> <p>9 Q Okay.</p> <p>10 A Can I say one more thing?</p> <p>11 Q Of course.</p> <p>12 A You were curious about how</p> <p>13 blind people are in the spectrum of</p> <p>14 blindness and how do we know they are</p> <p>15 blind and stuff like that.</p> <p>16 I thought you would</p> <p>17 appreciate this. This is the data</p> <p>18 warehouse we are working on, and it's</p> <p>19 almost complete.</p> <p>20 Every surgery that we do, we</p> <p>21 are going to require a chart from our</p> <p>22 partners, and we are going to review</p> <p>23 them for safety and fraud, and it's</p> <p>24 all numeric.</p> <p>25 We will say, "Jason was</p>	<p style="text-align: right;">Page 312</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Yeah.</p> <p>3 MR. LILIEN: -- what does</p> <p>4 that mean?</p> <p>5 THE WITNESS: Well, one of</p> <p>6 my favorite partners is [REDACTED]</p> <p>7 (ph). They are in Behar, the</p> <p>8 poorest place in India. They have</p> <p>9 a tape measure and they make</p> <p>10 patients stand back 9 feet and</p> <p>11 they hold up fingers. If you can</p> <p>12 see how many fingers up, you are</p> <p>13 not blind enough. You don't get</p> <p>14 surgery.</p> <p>15 MR. LILIEN: I am sure</p> <p>16 that's not the right way of doing</p> <p>17 it, but we will accept that for</p> <p>18 now.</p> <p>19 In terms of WonderWork</p> <p>20 screening up front, you are not</p> <p>21 suggesting -- are you</p> <p>22 suggesting --</p> <p>23 THE WITNESS: We don't</p> <p>24 screen.</p> <p>25 MR. LILIEN: That's what I</p>

<p style="text-align: right;">Page 313</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 was asking.</p> <p>3 THE WITNESS: Sorry.</p> <p>4 MR. CURCHACK: I would like</p> <p>5 to mark as Exhibit 18, a</p> <p>6 BurnRescue solicitation that's</p> <p>7 dated February 27, 2013. It bears</p> <p>8 production number 8544 through</p> <p>9 8553, and I ask you to turn to</p> <p>10 page 8552.</p> <p>11 (Exhibit 18 is Marked.)</p> <p>12 BY MR. CURCHACK:</p> <p>13 Q If you look near the end of</p> <p>14 the letter, there's a paragraph that</p> <p>15 says, "As always, we use 100 percent</p> <p>16 of your donation to pay for programs</p> <p>17 that help children. Zero percent will</p> <p>18 go toward overhead or administration."</p> <p>19 See that?</p> <p>20 A (Reviewing.)</p> <p>21 Hold on one second. Can I</p> <p>22 just read the letter?</p> <p>23 Q Yeah, sure.</p> <p>24 A (Reviewing.)</p> <p>25 Okay. I'm sorry. All</p>	<p style="text-align: right;">Page 315</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 response from the one that said</p> <p>3 100 percent goes to programs, which</p> <p>4 one would you use the next time?</p> <p>5 A Well, we would make -- we</p> <p>6 would discuss it and make a decision.</p> <p>7 What usually happens is you say, look,</p> <p>8 don't say it if you are not -- if it</p> <p>9 doesn't make any difference to donors.</p> <p>10 It doesn't matter.</p> <p>11 Q But if it did matter --</p> <p>12 A Yeah, you would say this</p> <p>13 matters to donors. Do we have the</p> <p>14 financial structure we could do that,</p> <p>15 which is why in June of '16 our board</p> <p>16 met and said now that we can afford to</p> <p>17 do it, we should offer donors this in</p> <p>18 2013.</p> <p>19 Q But you were saying it even</p> <p>20 though you didn't know you had the</p> <p>21 financial resources to do it; is that</p> <p>22 correct?</p> <p>23 A Right. For this</p> <p>24 appeal -- for this appeal, the</p> <p>25 donations that came in from this would</p>
<p style="text-align: right;">Page 314</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 right.</p> <p>3 So what is the question</p> <p>4 again.</p> <p>5 Q This says -- I will repeat</p> <p>6 it.</p> <p>7 "As always, we will use</p> <p>8 100 percent of your donation to pay</p> <p>9 for programs that help children.</p> <p>10 Zero percent will go toward overhead</p> <p>11 or administration."</p> <p>12 A Yeah.</p> <p>13 Q So in 2013, were you, in</p> <p>14 fact, representing to potential donors</p> <p>15 that 100 percent of their donation</p> <p>16 would go towards programs?</p> <p>17 A We weren't putting it on our</p> <p>18 stationery, but clearly I put it in</p> <p>19 this appeal. We may have been testing</p> <p>20 it to see how much of a lift we got</p> <p>21 from it.</p> <p>22 Q If you had sent out a</p> <p>23 mailing that said 100 percent goes to</p> <p>24 programs and another mailing that</p> <p>25 didn't say that and you got a better</p>	<p style="text-align: right;">Page 316</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 be restricted just like another</p> <p>3 restriction and say 100 percent has to</p> <p>4 go towards surgeries.</p> <p>5 Q How would you track the</p> <p>6 donations that came in from this</p> <p>7 appeal to know that they were going</p> <p>8 into surgeries as opposed to into some</p> <p>9 other purpose?</p> <p>10 A Well, it would be -- the</p> <p>11 amount that came in from this appeal</p> <p>12 we track every appeal. So we would</p> <p>13 look up the code -- it was probably in</p> <p>14 the envelope -- and say this appeal</p> <p>15 from February 27, 2013, is restricted</p> <p>16 for surgeries.</p> <p>17 So sometimes -- sometimes we</p> <p>18 would send appeals and say 100 percent</p> <p>19 this is going towards whatever, and it</p> <p>20 would be recorded as such.</p> <p>21 MR. LILIEN: So just to be</p> <p>22 clear, in a solicitation like</p> <p>23 this, your system would clearly</p> <p>24 track restricted for surgeries.</p> <p>25 THE WITNESS: The system</p>

<p style="text-align: right;">Page 317</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 wouldn't track it. We would know</p> <p>3 it, and we would -- we know every</p> <p>4 appeal -- appeal 27 brought in a</p> <p>5 hundred grand, and we would say</p> <p>6 that is a restricted appeal, a</p> <p>7 hundred percent. We should spend</p> <p>8 all of that on surgeries.</p> <p>9 MR. LILIEN: When you say we</p> <p>10 would say that, where would that</p> <p>11 be documented?</p> <p>12 THE WITNESS: I don't know</p> <p>13 the specifics. It would be Hana</p> <p>14 and our marketing team saying we</p> <p>15 are sending out a hundred percent</p> <p>16 appeal.</p> <p>17 MR. LILIEN: And when you</p> <p>18 see language --</p> <p>19 THE WITNESS: Just as -- if</p> <p>20 I can repeat, as when we send out</p> <p>21 an appeal, for this appeal we are</p> <p>22 going to match your money, we are</p> <p>23 going to double your money, we</p> <p>24 would keep track of that and say</p> <p>25 we are using matching funds, you</p>	<p style="text-align: right;">Page 319</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 You said a hundred percent</p> <p>3 will go to surgeries.</p> <p>4 THE WITNESS: Yes, surgery</p> <p>5 programs.</p> <p>6 MR. LILIEN: Surgery</p> <p>7 programs.</p> <p>8 So can you just explain to</p> <p>9 me looking at this -- looking at</p> <p>10 this language, if I were to give a</p> <p>11 hundred dollars --</p> <p>12 THE WITNESS: Right.</p> <p>13 MR. LILIEN: -- where would</p> <p>14 my money go?</p> <p>15 THE WITNESS: It would go</p> <p>16 into the BurnRescue bank account,</p> <p>17 and it would only come out for</p> <p>18 program spending.</p> <p>19 None of the burn -- none of</p> <p>20 the money in those accounts, the</p> <p>21 DBAs, was ever used for overhead</p> <p>22 or fundraising or anything else.</p> <p>23 MR. LILIEN: And we just</p> <p>24 went through an exercise -- a</p> <p>25 conversation where the overhead</p>
<p style="text-align: right;">Page 318</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 know, where is that coming from.</p> <p>3 MR. POLKOWITZ: So when you</p> <p>4 make grants, are you going back to</p> <p>5 the system that tracks it to say,</p> <p>6 okay, for this appeal, you</p> <p>7 collected \$10,000, and when you</p> <p>8 grant the money, is it then</p> <p>9 connected back to this \$10,000?</p> <p>10 THE WITNESS: No. I don't</p> <p>11 know the answer to that, but I</p> <p>12 don't think so. You don't need</p> <p>13 to.</p> <p>14 This is BurnRescue anyhow.</p> <p>15 A hundred percent of this money</p> <p>16 was restricted to surgeries</p> <p>17 anyhow.</p> <p>18 MR. LILIEN: Let's talk</p> <p>19 about that for a moment.</p> <p>20 Going back to the language</p> <p>21 where it says a hundred percent of</p> <p>22 your donations to pay for programs</p> <p>23 that help children. Zero percent</p> <p>24 will go to overhead or</p> <p>25 administration.</p>	<p style="text-align: right;">Page 320</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 costs were relatively low because</p> <p>3 overhead had been charged to a</p> <p>4 program -- had been allocated to</p> <p>5 program.</p> <p>6 In a situation like this, we</p> <p>7 are talking about a hundred</p> <p>8 percent of donations going to pay</p> <p>9 for programs, zero to overhead and</p> <p>10 administration --</p> <p>11 THE WITNESS: Right.</p> <p>12 MR. LILIEN: -- can you</p> <p>13 explain for me in a situation like</p> <p>14 this, would you also charge some</p> <p>15 of the overhead towards --</p> <p>16 allocate some of the overhead --</p> <p>17 THE WITNESS: This is cash,</p> <p>18 and you're talking allocation --</p> <p>19 MR. LILIEN: Right.</p> <p>20 THE WITNESS: -- which is</p> <p>21 difference.</p> <p>22 MR. LILIEN: A hundred</p> <p>23 dollars came in. I donated a</p> <p>24 hundred dollars --</p> <p>25 THE WITNESS: Yes.</p>

<p style="text-align: right;">Page 321</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: -- or more --</p> <p>3 what would a BurnRescue surgery</p> <p>4 cost?</p> <p>5 THE WITNESS: 250 to \$300.</p> <p>6 MR. LILIEN: Okay. If I</p> <p>7 gave -- say I gave \$300.</p> <p>8 THE WITNESS: Yes.</p> <p>9 MR. LILIEN: Would that \$300</p> <p>10 be granted out to one of your</p> <p>11 partner hospitals for surgery?</p> <p>12 THE WITNESS: It would be</p> <p>13 spent on BurnRescue programs.</p> <p>14 MR. LILIEN: I am not asking</p> <p>15 that question.</p> <p>16 I'm asking would the \$300 --</p> <p>17 THE WITNESS: Yes.</p> <p>18 MR. LILIEN: -- be granted</p> <p>19 out to -- the entire \$300 would go</p> <p>20 out --</p> <p>21 THE WITNESS: Yes.</p> <p>22 MR. LILIEN: -- in a</p> <p>23 situation like this?</p> <p>24 No part of my \$300 --</p> <p>25 THE WITNESS: Yes.</p>	<p style="text-align: right;">Page 323</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 partners to be granted?</p> <p>3 THE WITNESS: Yes.</p> <p>4 Have you seen the graphic of</p> <p>5 all of our bank accounts and</p> <p>6 stuff?</p> <p>7 They have that?</p> <p>8 MR. POLKOWITZ: (Nodding</p> <p>9 Head.)</p> <p>10 MR. LILIEN: Brian, in other</p> <p>11 examples --</p> <p>12 THE WITNESS: Plus to tell</p> <p>13 you my reaction, some overhead</p> <p>14 should have been charged to</p> <p>15 BurnRescue donors because it's</p> <p>16 crazy. They didn't pay for a</p> <p>17 nickel of direct mail or a nickel</p> <p>18 of overhead.</p> <p>19 It was like a free ride, but</p> <p>20 that's the way we did it with</p> <p>21 KPMG.</p> <p>22 MR. LILIEN: Let me make</p> <p>23 sure I understand what you are</p> <p>24 saying.</p> <p>25 The way you allocate funds</p>
<p style="text-align: right;">Page 322</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: -- would be</p> <p>3 used to pay for your salaries, to</p> <p>4 pay for office space?</p> <p>5 THE WITNESS: No.</p> <p>6 MR. LILIEN: Pay for</p> <p>7 mailings?</p> <p>8 THE WITNESS: No. No.</p> <p>9 MR. LILIEN: In accordance</p> <p>10 with this language?</p> <p>11 THE WITNESS: Yes.</p> <p>12 MR. POLKOWITZ: So in the</p> <p>13 general ledger, when there's a</p> <p>14 transfer made from the DBA HSBC</p> <p>15 account to the disbursement</p> <p>16 account --</p> <p>17 THE WITNESS: Right.</p> <p>18 MR. POLKOWITZ: -- then once</p> <p>19 the money comes into the</p> <p>20 disbursement account, soon</p> <p>21 thereafter the money would go out</p> <p>22 to --</p> <p>23 THE WITNESS: Only to</p> <p>24 partners.</p> <p>25 MR. POLKOWITZ: Only to</p>	<p style="text-align: right;">Page 324</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 on your financial statements, you</p> <p>3 allocate portions of overhead to</p> <p>4 program for purposes of cost</p> <p>5 allocation, financial</p> <p>6 statements --</p> <p>7 THE WITNESS: Yes.</p> <p>8 MR. LILIEN: -- is different</p> <p>9 from how you treat money that</p> <p>10 donations that come in for</p> <p>11 programs pursuant to a hundred</p> <p>12 percent language where you have,</p> <p>13 you know, donation letters,</p> <p>14 solicitation materials that say</p> <p>15 hundred percent will go for</p> <p>16 programs, zero percent will go to</p> <p>17 overhead, zero percent will go to</p> <p>18 administration, zero percent in</p> <p>19 some cases will go to fundraising?</p> <p>20 THE WITNESS: Yeah.</p> <p>21 MR. LILIEN: The entirety of</p> <p>22 the donation in those</p> <p>23 circumstances will be sent out in</p> <p>24 the form of a grant to --</p> <p>25 THE WITNESS: Or sit in a</p>

8 (Pages 321 to 324)

Page 325	Page 327
<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 bank account --</p> <p>3 (Simultaneous Crosstalk.)</p> <p>4 MR. LILIEN: To be sent</p> <p>5 out --</p> <p>6 THE WITNESS: WonderWork</p> <p>7 donors paid all the fundraising</p> <p>8 money and all the overhead and all</p> <p>9 that stuff. WonderWork --</p> <p>10 MR. LILIEN: So that would</p> <p>11 include all mailing expenses?</p> <p>12 THE WITNESS: Yeah.</p> <p>13 MR. LILIEN: All salaries of</p> <p>14 staff?</p> <p>15 THE WITNESS: Yes.</p> <p>16 MR. LILIEN: All</p> <p>17 administrative?</p> <p>18 THE WITNESS: Yes.</p> <p>19 MR. LILIEN: Costs including</p> <p>20 office space?</p> <p>21 THE WITNESS: Yeah.</p> <p>22 MR. LILIEN: And travel as</p> <p>23 well?</p> <p>24 THE WITNESS: Yes. Yes.</p> <p>25 Physically your hundred</p>	<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 surgery programs --</p> <p>3 THE WITNESS: Right.</p> <p>4 MR. LILIEN: -- would the</p> <p>5 answer be different --</p> <p>6 THE WITNESS: No.</p> <p>7 MR. LILIEN: -- where it</p> <p>8 didn't have that hundred percent</p> <p>9 language?</p> <p>10 THE WITNESS: Not if it's a</p> <p>11 DBA, because I used that in</p> <p>12 WonderWork mailings. But</p> <p>13 20/20/20, it's the same thing.</p> <p>14 Physically -- I think it was</p> <p>15 wrong, but that's the way we did</p> <p>16 it.</p> <p>17 It physically went into a</p> <p>18 DBA account and it physically went</p> <p>19 out and it was never mingled and</p> <p>20 WonderWork paid the whole freight.</p> <p>21 MR. LILIEN: Just to be</p> <p>22 clear in this, we are not talking</p> <p>23 about WonderWork now. That was</p> <p>24 different, and you just mentioned</p> <p>25 it should have been done</p>
Page 326	Page 328
<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 bucks goes into BurnRescue's</p> <p>3 account and only goes out to go to</p> <p>4 a BurnRescue partner.</p> <p>5 It was never mingled with</p> <p>6 anyone else and never paid for</p> <p>7 anything else.</p> <p>8 MR. LILIEN: In</p> <p>9 circumstances -- and we can show</p> <p>10 you some examples later. We will</p> <p>11 go back to them so we have them in</p> <p>12 front of you so it's more clear</p> <p>13 for you.</p> <p>14 In circumstances where you</p> <p>15 didn't have a hundred percent</p> <p>16 language --</p> <p>17 THE WITNESS: Hm-hm.</p> <p>18 MR. LILIEN: -- but had</p> <p>19 language to the effect, please</p> <p>20 help restore the eyesight of a</p> <p>21 child or please, you know -- you</p> <p>22 know, give money, you know -- you</p> <p>23 know, restore the eyesight of</p> <p>24 twice as many children or</p> <p>25 contribute towards our surgery or</p>	<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 differently for WonderWork.</p> <p>3 For the DBAs, if somebody</p> <p>4 contributed to 20/20/20, where it</p> <p>5 had the hundred percent language</p> <p>6 or not, you would treat it as</p> <p>7 restricted to that program?</p> <p>8 THE WITNESS: Yes.</p> <p>9 MR. LILIEN: And you would</p> <p>10 also not charge the donor for</p> <p>11 overhead or for mailings?</p> <p>12 THE WITNESS: Right.</p> <p>13 MR. LILIEN: So the entirety</p> <p>14 of the donation that came in --</p> <p>15 THE WITNESS: Yes.</p> <p>16 MR. LILIEN: -- went out to</p> <p>17 your partner hospital so you can</p> <p>18 perform surgeries?</p> <p>19 THE WITNESS: Or sat in the</p> <p>20 bank account waiting to go out.</p> <p>21 MR. LILIEN: Or sat in the</p> <p>22 bank account waiting to go out.</p> <p>23 Okay.</p> <p>24 If it's sitting in the bank</p> <p>25 account, it's sitting waiting to</p>

<p style="text-align: right;">Page 329</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 be sent to partner hospitals for</p> <p>3 surgeries?</p> <p>4 THE WITNESS: Yes. A</p> <p>5 hundred percent of our DBA money</p> <p>6 was considered restricted by our</p> <p>7 auditors and by us and it was</p> <p>8 never used for anything but those</p> <p>9 programs.</p> <p>10 MR. LILIEN: For those</p> <p>11 programs, it is the grants to</p> <p>12 hospitals to perform surgeries?</p> <p>13 THE WITNESS: Yes.</p> <p>14 MR. LILIEN: Okay.</p> <p>15 Did that change at any</p> <p>16 point, or was that your practice</p> <p>17 from the beginning?</p> <p>18 THE WITNESS: It's been the</p> <p>19 practice from the beginning. When</p> <p>20 this whole bankruptcy thing</p> <p>21 happened -- I have a great CFO JJ</p> <p>22 Coneys, former chairman and vice</p> <p>23 and I have Hana, and we got KPMG.</p> <p>24 At the end of the year, they</p> <p>25 say, Brian, this is what is</p>	<p style="text-align: right;">Page 331</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: -- about</p> <p>3 restricted versus unrestricted</p> <p>4 or --</p> <p>5 THE WITNESS: No, I --</p> <p>6 restricted versus unrestricted, it</p> <p>7 looked fine to me, and I didn't</p> <p>8 have any reason to doubt my</p> <p>9 people, so no.</p> <p>10 MR. LILIEN: Did you ever</p> <p>11 seek or receive legal advice</p> <p>12 regarding restricted or</p> <p>13 unrestricted since the beginning</p> <p>14 of WonderWork?</p> <p>15 THE WITNESS: No, because it</p> <p>16 was -- no.</p> <p>17 MR. LILIEN: Okay.</p> <p>18 MR. TRIVIGNO: Other than</p> <p>19 the lead up to bankruptcy.</p> <p>20 MR. LILIEN: Of course.</p> <p>21 BY MR. CURCHACK:</p> <p>22 Q One of the reasons you</p> <p>23 mentioned yesterday for your</p> <p>24 disagreement with Mr. Wang at</p> <p>25 Smile Train was that there was this</p>
<p style="text-align: right;">Page 330</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 restricted and this is what isn't</p> <p>3 restricted and I didn't pay much</p> <p>4 attention to it.</p> <p>5 When the bankruptcy thing</p> <p>6 happened, okay, that's the way we</p> <p>7 have been doing it, but it seems</p> <p>8 like they should pay some part of</p> <p>9 the freight, but they never have.</p> <p>10 They never have.</p> <p>11 So it hasn't changed,</p> <p>12 although we might change it going</p> <p>13 forward.</p> <p>14 MR. LILIEN: Okay.</p> <p>15 When you signed the Starr</p> <p>16 500s --</p> <p>17 THE WITNESS: Yes.</p> <p>18 MR. LILIEN: -- and the</p> <p>19 990s -- 990s or -- did you review</p> <p>20 these?</p> <p>21 THE WITNESS: Yes. Yes.</p> <p>22 MR. LILIEN: Do you recall</p> <p>23 ever asking any questions of</p> <p>24 anyone --</p> <p>25 THE WITNESS: Yes.</p>	<p style="text-align: right;">Page 332</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 large accumulating cash balance; is</p> <p>3 that correct?</p> <p>4 A 135 million, yes.</p> <p>5 Q As of the date of filing,</p> <p>6 WonderWork had about \$20 million in</p> <p>7 the bank; is that correct?</p> <p>8 A Right.</p> <p>9 Q What was the basis for that</p> <p>10 accumulating cash balance?</p> <p>11 A I don't mean to laugh. I'm</p> <p>12 sorry.</p> <p>13 10 million was -- that</p> <p>14 wasn't our net worth. We owned</p> <p>15 \$10 million in impact loans.</p> <p>16 Q You owned?</p> <p>17 A Sorry, owed.</p> <p>18 So our net worth was 9</p> <p>19 million or 10 million and if you look</p> <p>20 at our history, we have been living</p> <p>21 hand to mouth for seven years because</p> <p>22 of the legal expenses and stuff.</p> <p>23 We were not sitting on</p> <p>24 \$20 million of unused donations. 10</p> <p>25 million of it was money we had to</p>

10 (Pages 329 to 332)

BRIAN MULLANEY - VOLUME II  
 repack -- repay in two years -- one  
 year, 2018.

No, I left Smile Train  
 because I want to spend one penny more  
 than we raise every year, and I have  
 done that for 25 years.

We -- my whole team feels  
 the same way. If you look at our  
 finances from 2011 forward, we have  
 been broke the whole time.

In June 2016, I said it was  
 our best year ever. I told my board.  
 And then we got this arbitration  
 decision a few months later. It  
 killed us.

MR. LILIEN: You thought  
 2016 was your best year?

THE WITNESS: Yes. We  
 helped 92,000 surgeries. It was  
 our best year. We had three new  
 millionaires coming on board  
 helping us and we were on a big  
 upswing and we weren't living hand  
 to mouth.

BRIAN MULLANEY - VOLUME II

But it probably jinxed us.

MR. CURCHACK: Let's mark  
 this as Exhibit 19.

This is an e-mail chain that  
 has production number 027649, and  
 it's five pages. The top e-mail  
 is from Mr. Mullaney to Karen  
 Lazarus, dated April 18, 2014.

(Exhibit 19 is Marked.)

BY MR. CURCHACK:

Q I would like to address your  
 attention to the bottom of the second  
 page, page dash 2 --

A Okay.

Q -- where it says, "Regarding  
 balance of the loan, how do we know  
 whose money we are spending? It all  
 went into one pool."

A Okay.

Hold on one second. I am  
 just trying to -- (Reviewing.)

Q Can you --

A Okay.

Q -- explain that to us?

BRIAN MULLANEY - VOLUME II

A (Reviewing.)

Okay. Ask the question  
 again. I am trying to refresh my  
 memory.

Q What does it mean when it  
 says it all went into one pool?

A Is this talking about the  
 impact loans?

Q I believe so, but I am not  
 sure. That's why I'm asking you.

It says how do we know whose  
 money we are spending.

A Well, the impact loans were  
 7.5 million from [REDACTED]. Then  
 we got another 2 and a half million  
 for impact loans and it did all go  
 into one pool and then we spent it all  
 on direct mail and tracked it very  
 precisely.

We labeled the donors who  
 came in from that direct mail as  
 [REDACTED] donors. When we ran out of  
 that money, we recorded it so we knew  
 exactly how many donors we got and how

BRIAN MULLANEY - VOLUME II

much revenue we got so we can track  
 how much following revenue we got.

So -- (Reviewing.)

Q Okay.

A So it did go into one pot  
 and we tracked it very thoroughly and  
 still do because we send reports to  
 [REDACTED] every three or four  
 months saying here are how your impact  
 donors are doing.

MR. LILIEN: So all the  
 impact loans, whether from  
 [REDACTED] or someone else, were  
 used for those --

THE WITNESS: Yes. Direct  
 mail. It was an impact loan,  
 which you have to spend on  
 something that would be  
 sustainable. The idea was to help  
 us get donors.

The donors would send us  
 enough money. We could repay the  
 loans and also do a lot of  
 surgeries.



BRIAN MULLANEY - VOLUME II

MR. CURCHACK: Could you repeat that last answer?

(Whereupon Answer is Read Back.)

THE ANSWER: Yes. Direct mail. It was an impact loan, which you have to spend on something that would be sustainable. The idea was to help us get donors.

The donors would send us enough money. We could repay the loans and also do a lot of surgeries.

BY MR. CURCHACK:

Q Did [REDACTED] make an impact loan?

A Yes, she did.

Q It was used to pay for direct mail?

A I've read what you're talking about, the use for surgeries, and I am confused about that.

I would have to look into

BRIAN MULLANEY - VOLUME II  
never a negotiation. It was a yes or no.

MR. LILIEN: Would you make a request for an impact loan?

THE WITNESS: I sent [REDACTED] the letter. I say [REDACTED] -- he gave us permission to use his loan as a matching loan.

I said we are trying to raise \$15 million for a pool to spend on direct mail, and we got half of it with [REDACTED]. Would you help us? And she said yes, she would. She responded to that and said yes. I had dinner with her and lunch.

Then it got dumped to her lawyers or administrators. She is a big person. And I read the contract that says to be spent on surgeries, which is weird to me, but I don't remember exactly what happened back then. And if we

BRIAN MULLANEY - VOLUME II  
that. The original loan of 7.5 million was explicitly for direct mail. All the appeals that went to [REDACTED] and all the other donors were told it was for direct mail.

I don't know if when we were doing the paperwork, her lawyers demanded that it not be spent on that or it be spent on surgeries. I don't know. I don't remember, but I can research that for you.

MR. LILIEN: Who else besides you handled impact loans?

THE WITNESS: Karen handled all the paperwork and the back and forth between the foundations and the lawyers.

MR. LILIEN: In terms of not the paperwork but in terms of negotiating for the impact loans?

THE WITNESS: Me.

MR. LILIEN: Requesting impact loans?

THE WITNESS: Yeah, it was

BRIAN MULLANEY - VOLUME II  
agree and said, okay, we will do that for you and we will pay you back, whatever. I don't remember.

BY MR. CURCHACK:

Q Does WonderWork ever receive matching gifts?

A Sure.

Q What is a matching gift?

A Well, it is someone who says my company matches my donation, fill out this form, and FedEx® will double my donation, stuff like that.

Q Okay.

What about gifts where you say to your donor that if they give funds, someone else will match their gift?

A Okay. Well, that's a donor that we say may we use your hundred grand as a matching gift to attract other donors and they say yes or no.

Q And do you do that?

A Yes.

Q And who have you done that

BRIAN MULLANEY - VOLUME II  
with?

A I have done it with [REDACTED]  
[REDACTED], and I have done it with [REDACTED]  
[REDACTED] and I have done it with  
[REDACTED] and I have done it with  
[REDACTED], that I can remember off  
the top of my head.

Q And who was responsible for  
monitoring the receipt and the  
spending of those matching gifts?

A Well, it's a combination of  
our -- Hana, our financial people and  
marketing people to say, you said --  
you said you would match this gift.  
The appeal raised a hundred bucks.  
Deduct a hundred bucks from your funds  
available for matching gifts so that  
we know we used up that hundred bucks  
of matching.

That's who does it and who  
is responsible. I am responsible.

Q So how much of [REDACTED]  
[REDACTED] funds were used for matching  
gifts?

BRIAN MULLANEY - VOLUME II  
we have hundreds of thousands of  
donors and they have a protocol where  
they credit a gift to the last letter  
that was received. So they will say,  
Jason sent us money. Let's check and  
see what was the last mailer he got  
and make sure it's credited to that.

So [REDACTED] has been  
helping us for over 10 years. We knew  
him from Smile Train. We meet with  
him, have lunch with him, talk to him.  
He's a great guy. He's a surgery guy.  
He wants all his money to go to  
surgeries. So I didn't want them to  
credit his gift for a non-restricted  
gift when we know that he wants his  
money restricted to surgeries.

That's what I am trying to  
say here. And Karen knows that and  
so...

(Reviewing.)

Q What is a cultivation  
letter?

A That's just he -- he -- he

BRIAN MULLANEY - VOLUME II  
A I don't know the exact  
number.

Q Well, [REDACTED] gifts  
I thought were used to pay overhead  
and the expenses.

A Some of it, yeah. He's  
given us \$13 million. We received in  
total, I believe, 4.5 million in  
matching gifts.

THE REPORTER: 20.  
(Exhibit 20 is Marked.)

BY MR. CURCHACK:

Q This next exhibit is an  
e-mail thread, production number is  
42023. It's two pages. The first  
e-mail is from Mr. Mullaney to Ms.  
Lazarus dated December 20, 2016.

The second line says, "Just  
because he receives a cultivation  
letter, it doesn't mean anything."

Can you explain that to me,  
please?

A (Reviewing.)

Well, sometimes my team --

BRIAN MULLANEY - VOLUME II  
gets our standard letters. We send 18  
letters a year for DBAs and send  
probably 10 or 12 for WonderWork and  
it's different than an acquisition  
letter, which is to cold call people.

MR. CURCHACK: Okay.

I would like to mark as the  
next exhibit an e-mail dated  
January 25, 2017, from Vera  
Eastman to Mr. Mullaney and  
others. It bears production  
number 0241193.

(Exhibit 21 is Marked.)

BY MR. CURCHACK:

Q I will ask you to look under  
the heading "Standard Renewal."

The third paragraph says,  
"We will put spring match gift on hold  
until we receive funds to match. We  
will ask [REDACTED] if his gift can  
be used to match the deficit we  
currently have."

Do you see that?

A Yep.

BRIAN MULLANEY - VOLUME II

Q Do you recall this e-mail?

A Yep.

Q What is this referring to?

A Well, because of the bankruptcy, we did not get the 2 million we get every year from [REDACTED] in January, so we didn't know what we were going to do with the matching gift money.

And we had the deficit of 65 grand, which I think is -- we were worried about that so we -- we asked -- we talked about asking [REDACTED]. I don't think we ever did.

Q So when you sent out a matching gift solicitation, you didn't necessarily have the funds on hand to match?

A Well, I think we did have the funds on hand but we were running it like a year-to-year thing instead of a cumulative thing.

If you add up all the money Haefner has given us over six years of

BRIAN MULLANEY - VOLUME II

solicitations, would the entire amount, both the amount raised from the donor who was being solicited and the amount that you took to match it from, for example, [REDACTED] funds, would that entire amount be used for surgeries?

A It depends.

Q On what?

A On the appeal. If the appeal says that, it should be. So if the appeal was to you, Walter, and said if you send us a hundred dollars, it will be matched with a hundred dollars and we use that 200 for surgeries, then yes.

If we didn't say that, I don't think it would be treated that way. It would just be treated as a match and then that money that was put up for a match, it could be used for other things.

Q I see.

Were there ever

BRIAN MULLANEY - VOLUME II

13 million, we never did that. We looked at it as we are getting 2 million every year from [REDACTED] we don't have to worry about matching gift.

But with his pulling out, if we went back and looked at total matching of gifts 4.5 million. We have 500,000 from [REDACTED], so 4 million. Was there enough for [REDACTED] to cover those matching gifts and also cover our overhead and other things? I don't know.

Q If a solicitation -- if a matching gift solicitation went out and said your gift will be matched and that will enable us to provide twice as many surgeries, let's say -- do you recall mailings like that?

Is that a fair characterization?

A Yes. Yes.

Q So if money came in in response to one of those

BRIAN MULLANEY - VOLUME II

solicitations that said your money will be matched that didn't say the funds would be used for the same purpose as the funds being requested?

A I don't understand that.

Q Well, I don't recall seeing any matching solicitations which didn't say that your funds will be matched and that will enable us to perform twice as many surgeries or spend twice as much on our surgical programs or something like that.

So I'm asking you whether you recall that there were solicitations that didn't say --

A Well, actually the solicitations that I write would just say your money will be matched. It will have a bigger impact. That's general stuff.

So what I am talking about is solicitation that says -- you know, like coupons that we do with the DBAs. They say, you know, your 12 surgeries

<p style="text-align: right;">Page 349</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 will become 24. That's what I am</p> <p>3 talking about.</p> <p>4 Then it's very specific and</p> <p>5 the match should make it 24 surgeries</p> <p>6 or it's not accurate.</p> <p>7 Q Should or did?</p> <p>8 A What do you mean?</p> <p>9 Q You said the money should go</p> <p>10 to matching surgery?</p> <p>11 A Yes.</p> <p>12 Q Did it go to matching</p> <p>13 surgery?</p> <p>14 A Yes, I believe it did.</p> <p>15 MR. LILIEN: Brian, the</p> <p>16 distinction you just made, the</p> <p>17 letters that you write, what does</p> <p>18 that mean?</p> <p>19 I think you are implying</p> <p>20 there are some letters you don't</p> <p>21 write.</p> <p>22 THE WITNESS: Well, the</p> <p>23 form -- well -- yeah, the DBAs,</p> <p>24 they are more commercial. And the</p> <p>25 majority of them were written by</p>	<p style="text-align: right;">Page 351</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: -- would you</p> <p>3 had reviewed that language as</p> <p>4 well?</p> <p>5 THE WITNESS: Yes, and I</p> <p>6 agree with that. The matching</p> <p>7 gift should follow that money that</p> <p>8 it matched, because it was that</p> <p>9 specific. But I would write</p> <p>10 general letters to WonderWork</p> <p>11 people and say we got a generous</p> <p>12 offer. I was just in Switzerland</p> <p>13 with our biggest donor and will</p> <p>14 you send us money to help us.</p> <p>15 It wasn't nearly as specific</p> <p>16 saying that you are going to get</p> <p>17 X-amount of surgeries out of it.</p> <p>18 MR. LILIEN: You mentioned</p> <p>19 also that you looked at the</p> <p>20 matching campaigns cumulatively,</p> <p>21 just following up --</p> <p>22 THE WITNESS: Well, we</p> <p>23 haven't been. That's why they</p> <p>24 said there's a deficit. I think</p> <p>25 if we did look at it that way,</p>
<p style="text-align: right;">Page 350</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 our vendor, CDR --</p> <p>3 MR. LILIEN: Our</p> <p>4 understanding from --</p> <p>5 THE WITNESS: -- or TMT.</p> <p>6 MR. LILIEN: Our</p> <p>7 understanding from interviews with</p> <p>8 your colleagues, even if an</p> <p>9 outside vendor would write the</p> <p>10 copy and one of your staff members</p> <p>11 were to review it, it still went</p> <p>12 up to you for final approval.</p> <p>13 THE WITNESS: Yes, I</p> <p>14 approved it.</p> <p>15 MR. LILIEN: Going back to</p> <p>16 Walter's question.</p> <p>17 If it said something to the</p> <p>18 effect of help us provide twice as</p> <p>19 many surgeries, help us, you know,</p> <p>20 give money, it will be used to</p> <p>21 provide twice as many surgeries,</p> <p>22 it would be used to restore the</p> <p>23 blind eyesight to twice as many</p> <p>24 children and adults --</p> <p>25 THE WITNESS: Yes.</p>	<p style="text-align: right;">Page 352</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 that we don't have a deficit -- I</p> <p>3 don't know. They told me, Brian,</p> <p>4 we have a deficit, so I went out</p> <p>5 and actually got two donations to</p> <p>6 match that deficit recently in the</p> <p>7 last couple of months.</p> <p>8 So I don't know what the</p> <p>9 answer is.</p> <p>10 MR. LILIEN: I think maybe</p> <p>11 you just answered my question.</p> <p>12 I was going to ask you again</p> <p>13 whether before the matching</p> <p>14 campaign materials go out, before</p> <p>15 you send out solicitation</p> <p>16 materials --</p> <p>17 THE WITNESS: Right.</p> <p>18 MR. LILIEN: -- in April or</p> <p>19 May or June, whenever it might</p> <p>20 be --</p> <p>21 THE WITNESS: Right.</p> <p>22 MR. LILIEN: -- that say we</p> <p>23 will use your contribution -- we</p> <p>24 will double or triple your</p> <p>25 contribution in some sort of</p>

15 (Pages 349 to 352)

<p style="text-align: right;">Page 353</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 way --</p> <p>3 THE WITNESS: Yeah.</p> <p>4 MR. LILIEN: -- whether</p> <p>5 there's a budget or estimate or</p> <p>6 money reserved more specifically</p> <p>7 for that -- for that -- to</p> <p>8 cover -- to cover the match --</p> <p>9 THE WITNESS: Yes, until</p> <p>10 this bankruptcy thing, we had it</p> <p>11 in hand.</p> <p>12 MR. LILIEN: I think we have</p> <p>13 to explore this a little bit more.</p> <p>14 This might be a little</p> <p>15 inconsistent with my understanding</p> <p>16 of what you said before.</p> <p>17 Before the matching campaign</p> <p>18 goes out --</p> <p>19 THE WITNESS: Yeah.</p> <p>20 MR. LILIEN: -- do you set</p> <p>21 aside money or ensure you have</p> <p>22 money to cover that match?</p> <p>23 THE WITNESS: Yes.</p> <p>24 MR. LILIEN: And how do you</p> <p>25 do that?</p>	<p style="text-align: right;">Page 355</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 this \$67,000 deficit.</p> <p>3 MR. LILIEN: Is [REDACTED] your</p> <p>4 source of the money --</p> <p>5 historically the source of the</p> <p>6 money?</p> <p>7 THE WITNESS: Yes.</p> <p>8 MR. LILIEN: Whether it</p> <p>9 matches?</p> <p>10 THE WITNESS: Yes.</p> <p>11 MR. LILIEN: You get it --</p> <p>12 would you -- before mailing goes</p> <p>13 out, would you look at [REDACTED]</p> <p>14 balance?</p> <p>15 THE WITNESS: Yes.</p> <p>16 MR. LILIEN: And see whether</p> <p>17 or not there's enough money?</p> <p>18 THE WITNESS: Yeah, we talk</p> <p>19 about it at the end of the year</p> <p>20 and say where are we with matching</p> <p>21 gift? Where are we with [REDACTED]</p> <p>22 money?</p> <p>23 MR. LILIEN: I am not asking</p> <p>24 the end of the year. I asking</p> <p>25 before the mailing.</p>
<p style="text-align: right;">Page 354</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Hana -- except</p> <p>3 for the bankruptcy, because she</p> <p>4 anticipated we were getting</p> <p>5 \$2 million in January, and we</p> <p>6 didn't get that.</p> <p>7 She tracks with our</p> <p>8 marketing department matching gift</p> <p>9 appeals that we send out and how</p> <p>10 much comes in and how much</p> <p>11 matching gift money we need to</p> <p>12 match those gifts.</p> <p>13 MR. LILIEN: Before the</p> <p>14 mailings go out?</p> <p>15 THE WITNESS: Yes, except</p> <p>16 for the bankruptcy where we ended</p> <p>17 up short. We didn't get the 2</p> <p>18 million and we sent some matching</p> <p>19 gifts at Christmas, the month</p> <p>20 before January.</p> <p>21 So we stopped all matching</p> <p>22 gifts and we said, wow, we don't</p> <p>23 have the [REDACTED] money. In fact,</p> <p>24 we have a deficit. Brian, you</p> <p>25 have to go raise money to cover</p>	<p style="text-align: right;">Page 356</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Yes.</p> <p>3 MR. LILIEN: Would you look</p> <p>4 at the [REDACTED] balance?</p> <p>5 THE WITNESS: Hana would.</p> <p>6 MR. LILIEN: To see if there</p> <p>7 is enough money to go out?</p> <p>8 THE WITNESS: Yes.</p> <p>9 MR. LILIEN: And where you</p> <p>10 have programs -- again,</p> <p>11 solicitation materials that say</p> <p>12 will be used for surgery programs,</p> <p>13 when you look to see whether or</p> <p>14 not you have enough money, you're</p> <p>15 looking at it to ensure that</p> <p>16 there's enough money to be granted</p> <p>17 out for surgery programs out of</p> <p>18 the remaining [REDACTED] balance?</p> <p>19 THE WITNESS: That would</p> <p>20 depend on the appeal. If the</p> <p>21 appeal was such that the match had</p> <p>22 to follow the money that came in.</p> <p>23 MR. LILIEN: So if [REDACTED]</p> <p>24 is the principal -- Walter may</p> <p>25 have some questions on this in a</p>

BRIAN MULLANEY - VOLUME II  
few moments.

If [REDACTED] money is being  
used for the matches --

THE WITNESS: Yes.

MR. LILIEN: -- is [REDACTED]  
money also being used for  
overhead?

THE WITNESS: Some of it,  
yes. Hana would say how much of  
[REDACTED] money is going to  
overhead, how much money do we  
have left for matching appeals,  
yes.

MR. LILIEN: Before we  
talked about -- you stated that  
when you have solicitation  
materials that say either a  
hundred percent of your money will  
go out for surgeries or the  
language states that your donation  
will be used for our surgery  
programs, for our surgeries, or  
restore the eyesight or similar  
language that you deem restricted,

BRIAN MULLANEY - VOLUME II  
raised from impact loans for  
mailing.

MR. LILIEN: When were those  
impact loans for mailings spent?

THE WITNESS: We know the  
exact dates. We got the loans  
from 2013 and we have -- I don't  
have them in my head. But the  
loans we got around 2013 and we  
spent them and I think we ran out  
of the money in about a year,  
maybe longer. I don't know, yes.

MR. LILIEN: Starting a year  
from 2013 --

THE WITNESS: Yeah.

MR. LILIEN: -- through --

THE WITNESS: '14.

MR. LILIEN: Okay.

So after that?

THE WITNESS: Yeah.

MR. LILIEN: After that  
money was spent?

THE WITNESS: Yeah.

MR. LILIEN: You mentioned

BRIAN MULLANEY - VOLUME II  
or for the DBAs, any money that  
comes in would be used for grants  
for your surgery -- your partners?

THE WITNESS: Right.

MR. LILIEN: Would [REDACTED]  
money also be used to cover the  
overhead and mailing costs --

THE WITNESS: Yes.

MR. LILIEN: -- associated  
with those programs?

THE WITNESS: Yes, we were  
juggling those two things.

MR. LILIEN: Right.

So if the cost of those  
mailing programs and the cost of  
the overhead exceeded \$13 million,  
which was the size of [REDACTED]  
gift --

THE WITNESS: Yeah.

MR. LILIEN: -- where would  
the source of the money come from  
for those mailing expenses and  
overhead and administration?

THE WITNESS: 10 million we

BRIAN MULLANEY - VOLUME II  
that [REDACTED] money was being  
used for the matches.

THE WITNESS: Hm-hm.

MR. LILIEN: And also being  
used for part of the overhead or  
overhead.

THE WITNESS: Yes.

MR. LILIEN: Was part of  
[REDACTED] money being used for  
overhead?

THE WITNESS: Yeah.

MR. LILIEN: Was there any  
other source of money that was  
used for matches for overhead  
beyond [REDACTED] money --

THE WITNESS: Well --

BY MR. CURCHACK:

Q -- and [REDACTED]

A Yes, we weren't raising 4,  
5, 6 million from WonderWork people,  
so it was buying it mostly  
unrestricted.

MR. LILIEN: Would that 4,  
5, 6 million include [REDACTED]

<p style="text-align: right;">Page 361</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Two of it</p> <p>3 would, yes.</p> <p>4 MR. LILIEN: Two of it</p> <p>5 would.</p> <p>6 THE WITNESS: Yes.</p> <p>7 MR. LILIEN: So the balance</p> <p>8 of the WonderWork donations that</p> <p>9 came in would have been used for</p> <p>10 overhead.</p> <p>11 THE WITNESS: Yes.</p> <p>12 MR. LILIEN: And the cost of</p> <p>13 the mailings?</p> <p>14 THE WITNESS: Well, most --</p> <p>15 yes. Yes. Because none of it is</p> <p>16 coming from the DBAs.</p> <p>17 Yes, everything came -- all</p> <p>18 expenses came out of WonderWork</p> <p>19 money.</p> <p>20 BY MR. CURCHACK:</p> <p>21 Q All expenses -- just to be</p> <p>22 clear, all expenses -- you are</p> <p>23 saying --</p> <p>24 A Except grants.</p> <p>25 Q -- expenses other than</p>	<p style="text-align: right;">Page 363</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 begins, "That check has another</p> <p>3 purpose..."</p> <p>4 It says, "A group of our</p> <p>5 major supporters has committed to</p> <p>6 matching any amount you give to this</p> <p>7 appeal."</p> <p>8 A (Reviewing.)</p> <p>9 Q Do you see that?</p> <p>10 A Yes.</p> <p>11 Q Who is that group of major</p> <p>12 donors?</p> <p>13 A (Reviewing.)</p> <p>14 Well, it was [REDACTED]</p> <p>15 Q It really wasn't a group.</p> <p>16 It was just [REDACTED]?</p> <p>17 A Money comes from his board</p> <p>18 of directors, but it's [REDACTED]</p> <p>19 and his sister.</p> <p>20 Q If you were to read this,</p> <p>21 you would assume it was more than one</p> <p>22 donor; is that correct?</p> <p>23 A Right. I didn't write this</p> <p>24 letter, but you're correct.</p> <p>25 Q And who did write this</p>
<p style="text-align: right;">Page 362</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 grants to specific partners --</p> <p>3 A Yes.</p> <p>4 Q -- were paid out of</p> <p>5 WonderWork money?</p> <p>6 A Yes.</p> <p>7 Q Let's keep going.</p> <p>8 MR. CURCHACK: Can I please</p> <p>9 mark Tab 26.</p> <p>10 Tab 26 is a FirstStep</p> <p>11 solicitation -- Exhibit 22 is a</p> <p>12 FirstStep solicitation bearing</p> <p>13 production numbers 2254 through</p> <p>14 2259.</p> <p>15 (Exhibit 22 is Marked.)</p> <p>16 BY MR. CURCHACK:</p> <p>17 Q And I believe it is from</p> <p>18 October of 2013.</p> <p>19 A (Reviewing.)</p> <p>20 Q I would like to point you to</p> <p>21 one thing here. If you could go to</p> <p>22 page 2258.</p> <p>23 A Yes.</p> <p>24 Q In the letter at the bottom</p> <p>25 of the page, there's a paragraph that</p>	<p style="text-align: right;">Page 364</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 letter?</p> <p>3 A Our -- TMT probably.</p> <p>4 Q You reviewed it?</p> <p>5 A I approved it. I am</p> <p>6 responsible for it, yes.</p> <p>7 Q This letter says, "Send a</p> <p>8 gift of 500, and our donors will match</p> <p>9 a dollar for dollar therefore</p> <p>10 providing a thousand dollars in funds</p> <p>11 to help twice as many children."</p> <p>12 See that in the next</p> <p>13 paragraph?</p> <p>14 A Yes.</p> <p>15 Q So with respect to this</p> <p>16 particular solicitation, if a donor</p> <p>17 sent in \$500, that matching funds --</p> <p>18 those matching funds would also go to</p> <p>19 grants?</p> <p>20 A Yes.</p> <p>21 Q Now, you mentioned that your</p> <p>22 largest donor is the [REDACTED]</p> <p>23 [REDACTED] and I think you told us</p> <p>24 yesterday about [REDACTED], but I</p> <p>25 would like to go back a little. I</p>

BRIAN MULLANEY - VOLUME II  
don't want to repeat everything.

You said you first met [REDACTED]  
[REDACTED] while you were working at  
Smile Train; is that correct?

A Yes.

Q And it was in connection  
with a trip, I believe --

A Yes.

Q -- where you sort of filled  
in for his father?

A Yes, exactly. China.

Q Okay.

How often -- once WonderWork  
was established, how often would you  
meet with [REDACTED]?

A I meet with him twice a  
year.

Q And when are those times?

A They are in January in  
[REDACTED]. I meet with his  
board, foundation board. I give him  
an update on everything. And every  
June -- every July, he comes to the  
United States and spends four days

BRIAN MULLANEY - VOLUME II  
THE WITNESS: (Reviewing.)

(Exhibit 22 is marked.)

BY MR. CURCHACK:

Q Could you turn to page  
17982.

A Yep.

Q There's some figures here  
comparing WonderWork to Smile Train.

A Yeah.

Q Where did you get the  
numbers for Smile Train from this?

A From, I believe, their 990s  
or their website.

Q So when it says one year,  
two year, so forth, that's going back  
to their year one?

A Exactly. I did this because  
[REDACTED] always asked me why we  
weren't growing as fast as Smile Train  
did because they got Smile Train on  
track.

His father gave us 35  
million and [REDACTED] gave us five. It's  
a lot harder.

BRIAN MULLANEY - VOLUME II  
with my wife and I and his wife.

Q Who pays for your trip to  
[REDACTED] to meet with his board?

A WonderWork does.

Q And who pays for the  
expenses related to those visits in  
the summer?

A He pays for his expenses,  
and I reimburse WonderWork for my  
expenses.

Q And from what do you  
reimburse?

A I have it deducted from my  
pay.

Q Okay.

MR. LILIEN: Off the record.  
(Whereupon a Discussion is  
Held Off the Record.)

MR. LILIEN: Back on the  
record.

MR. CURCHACK: Could we mark  
this, please.

Could I ask you to go back  
to Exhibit 13.

BRIAN MULLANEY - VOLUME II

Q If you go back to page  
17980. It says, "Negotiated more  
favorable contribution per surgery."

Do you see that?

A Yep.

(Reviewing.)

Q Who negotiated those  
reductions?

A Well, it wasn't really a  
one-on-one negotiation, but it's  
something we told our partners and  
explained that we couldn't afford to  
pay this amount and we would make a  
contribution of X-amount and we hope  
this was acceptable to them and they  
all accepted it.

Q They all accepted --

A Yes. I don't believe a  
single partner walked away. It was a  
way to make our donors' money go  
further.

Q How did it make the donors'  
money go further?

A Oh, because we -- because we



<p style="text-align: right;">Page 369</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 had the extra money to contribute to</p> <p>3 more -- the smaller our contribution,</p> <p>4 the more surgeries we could be part</p> <p>5 of.</p> <p>6 MR. LILIEN: But, Brian, you</p> <p>7 are not paying the full cost of</p> <p>8 the surgery.</p> <p>9 THE WITNESS: We never have,</p> <p>10 as I told you yesterday.</p> <p>11 MR. LILIEN: Right. So</p> <p>12 if --</p> <p>13 THE WITNESS: Smile Train.</p> <p>14 MR. LILIEN: -- reducing</p> <p>15 your grant --</p> <p>16 THE WITNESS: Right.</p> <p>17 MR. LILIEN: If the full</p> <p>18 cost of the surgery is not going</p> <p>19 down and you're reducing the grant</p> <p>20 and relying on other donors, the</p> <p>21 government or the hospital to make</p> <p>22 up the difference --</p> <p>23 THE WITNESS: Right.</p> <p>24 MR. LILIEN: -- how are</p> <p>25 you -- how are you helping the</p>	<p style="text-align: right;">Page 371</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 surgery and we fought back and</p> <p>3 didn't do that and learned that is</p> <p>4 the best way to do it, is not make</p> <p>5 them so dependent on us.</p> <p>6 MR. LILIEN: Right.</p> <p>7 But, Brian, by reducing the</p> <p>8 cost -- the amount of your</p> <p>9 grant --</p> <p>10 THE WITNESS: Right.</p> <p>11 MR. LILIEN: -- without any</p> <p>12 sort of obligation on their side</p> <p>13 to do it for that amount, meaning</p> <p>14 having a hospital partner actually</p> <p>15 perform the surgery for the amount</p> <p>16 of your grant, if you are reducing</p> <p>17 the grant intuitively, it will</p> <p>18 make it more difficult for the</p> <p>19 surgery -- for the hospital to</p> <p>20 provide the surgery because they</p> <p>21 had to go out and find other</p> <p>22 money.</p> <p>23 THE WITNESS: They're</p> <p>24 already doing that and it's parts</p> <p>25 of this haggling I have been doing</p>
<p style="text-align: right;">Page 370</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 situation by reducing the grant?</p> <p>3 How are you able to help</p> <p>4 more patients in that way?</p> <p>5 THE WITNESS: Because --</p> <p>6 because we are a smaller part of a</p> <p>7 higher quantity.</p> <p>8 If we paid all of the costs,</p> <p>9 we would fund one-tenth the</p> <p>10 surgeries that we are doing. By</p> <p>11 making a smaller contribution, we</p> <p>12 can do many more surgeries.</p> <p>13 And it does force our</p> <p>14 partners to -- we want them to</p> <p>15 raise money from other charities.</p> <p>16 We don't look at it as cheating</p> <p>17 us. We want them to raise more</p> <p>18 money. We want them to get more</p> <p>19 money from the government.</p> <p>20 So it's a way to do that and</p> <p>21 it is the way we did it for years,</p> <p>22 for a million surgeries at</p> <p>23 Smile Train. When we first went</p> <p>24 to China, they demanded that we</p> <p>25 pay all of the costs of the</p>	<p style="text-align: right;">Page 372</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 since 2001.</p> <p>3 If you go to Ethiopia or Sri</p> <p>4 Lanka, they all have different</p> <p>5 cost structures, and they all have</p> <p>6 different sponsors. You say we</p> <p>7 are here and we want to help you</p> <p>8 and this is how much help we can</p> <p>9 give you.</p> <p>10 And if we had made it too</p> <p>11 small, they all would have quit.</p> <p>12 If we made it too big, we are</p> <p>13 stupid because we could finance</p> <p>14 twice the surgeries. So it's a</p> <p>15 thin line and we were nervous</p> <p>16 about this.</p> <p>17 DeLois, my program chief,</p> <p>18 said they are all going to quit.</p> <p>19 But I have been through this</p> <p>20 before in China and India and 1500</p> <p>21 hospitals. This is a fair -- this</p> <p>22 is a very generous contribution,</p> <p>23 and they are well equipped.</p> <p>24 A lot of these hospitals,</p> <p>25 especially now with WonderWork,</p>

20 (Pages 369 to 372)

<p style="text-align: right;">Page 373</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 they are doing a hundred thousand</p> <p>3 surgeries without us, and we are</p> <p>4 sponsoring 10,000.</p> <p>5 MR. LILIEN: You could</p> <p>6 understand if you're telling a</p> <p>7 donor that \$300 -- if you donate</p> <p>8 \$300, they will provide the full</p> <p>9 cost of the surgery --</p> <p>10 THE WITNESS: Right.</p> <p>11 MR. LILIEN: -- why they</p> <p>12 think WonderWork through their</p> <p>13 donation would be funding the full</p> <p>14 cost of the surgery.</p> <p>15 THE WITNESS: Right. I told</p> <p>16 you that we changed the language</p> <p>17 recently. I am going to get you</p> <p>18 that. I agree.</p> <p>19 Our contribution is</p> <p>20 different. We are quoting the</p> <p>21 costs, and what we give them is</p> <p>22 less.</p> <p>23 MR. LILIEN: And if</p> <p>24 you're --</p> <p>25 THE WITNESS: But very --</p>	<p style="text-align: right;">Page 375</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 that lower amount.</p> <p>3 THE WITNESS: They all did.</p> <p>4 They love it. We haven't had a</p> <p>5 single complaint from any one of</p> <p>6 our partners.</p> <p>7 MR. LILIEN: They all did</p> <p>8 what?</p> <p>9 THE WITNESS: They all</p> <p>10 agreed to this, this new amount.</p> <p>11 They never complained. They are</p> <p>12 grateful.</p> <p>13 Here is the deal. We are</p> <p>14 not going to any hospital at</p> <p>15 Smile Train, and whatever, and say</p> <p>16 what does the surgery cost. They</p> <p>17 all go on the Internet and give</p> <p>18 you this sky-high number. They go</p> <p>19 it's \$500.</p> <p>20 And I stood up and I said I</p> <p>21 will give you a hundred but I will</p> <p>22 buy 10,000 of them.</p> <p>23 MR. LILIEN: Brian, any</p> <p>24 hospital anywhere --</p> <p>25 THE WITNESS: Yeah.</p>
<p style="text-align: right;">Page 374</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 I'm sorry.</p> <p>3 MR. LILIEN: If you're</p> <p>4 providing only a contribution and</p> <p>5 subsequently lowering the</p> <p>6 contribution, I think, just again,</p> <p>7 intuitively that would make it</p> <p>8 harder -- not only make it harder</p> <p>9 on these hospitals harder to</p> <p>10 actually perform the surgeries, a</p> <p>11 smaller amount of the donations</p> <p>12 that are being provided by your</p> <p>13 public donation base is actually</p> <p>14 being used towards that purpose.</p> <p>15 THE WITNESS: No, the</p> <p>16 donors' money is going twice as</p> <p>17 far. They are supporting the</p> <p>18 surgery in India and in Ethiopia</p> <p>19 when our contribution goes down.</p> <p>20 It helps our donors. Their</p> <p>21 money goes further. They help us</p> <p>22 do more surgeries.</p> <p>23 MR. LILIEN: Brian, that's</p> <p>24 only true if the hospital partners</p> <p>25 agree to perform the surgery for</p>	<p style="text-align: right;">Page 376</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: -- in the</p> <p>3 United States or abroad would</p> <p>4 welcome a donation. The question</p> <p>5 is -- the question is whether the</p> <p>6 amount that you are giving to the</p> <p>7 hospitals will perform the</p> <p>8 surgeries that you are</p> <p>9 representing in your solicitation</p> <p>10 materials you will be performing</p> <p>11 with that donation.</p> <p>12 If the cost of the surgery</p> <p>13 is \$300 and you are only giving</p> <p>14 \$25 and you're reliant upon the</p> <p>15 hospital partner to make up the</p> <p>16 difference, then I think it is</p> <p>17 hard to see how a donor would know</p> <p>18 that their contribution isn't, in</p> <p>19 fact, funding a full surgery but</p> <p>20 it's funding only a portion of the</p> <p>21 surgery, an amount that actually</p> <p>22 has gone down and it will take all</p> <p>23 these other resources in order for</p> <p>24 that surgery to actually be</p> <p>25 performed.</p>

BRIAN MULLANEY - VOLUME II

THE WITNESS: For one, we don't give \$25 for a \$300 surgery. We give 150. That is a \$300 surgery for a pediatric patient which is 2 percent of our volume.

We pay \$25 for a \$35 cataract surgery. 60 Minutes, three weeks ago there was a special on a [REDACTED]

[REDACTED], which is one of our partners. Their cost is 25.

So we pay 100 percent of their cost. So it depends on where you go, the cost. But my point is this is a smart way to run a business. This was a success for Smile Train and WonderWork. They all agreed to it. They all like it.

And right after we did this, we had not one partner resign. We had a record year.

MR. LILIEN: Brian, going back to what you said a second

BRIAN MULLANEY - VOLUME II

[REDACTED] the cost is 25 bucks. They were just on 60 Minutes. This cataract surgery is 25 bucks.

HelpMeSee, I gave you the spreadsheet. They say it's \$50. Ethiopia, where I just was, with the [REDACTED] person, they say it's a hundred dollars.

So the cost is all over the place. The key is what can we offer them that is attractive to them. No hospital will take it if it's too small. They will say no.

And in America, I send out 221 checks to every cleft team at Smile Train unsolicited. This is to help poor people in America and 45 of the checks were never cashed.

So they liked it. They accepted it. Our business model is very proven and successful, and

BRIAN MULLANEY - VOLUME II

ago. You said it's \$25 for a \$35 procedure. I thought you also reached out to your partners to ask them for the full amount of the surgeries.

Is the full amount of surgeries that the hospital -- the cost of the surgeries that the hospital is providing -- \$35 is the difference between your grant, and the hospital is only \$10?

THE WITNESS: You would have to look at the spreadsheet we saw yesterday for in-kind. The costs are all over the map.

MR. LILIEN: But I want to explore that.

Is it \$10 or is it \$35 the cost of the surgery or is it higher than \$35?

THE WITNESS: The cost varies all over the place depending on the country and the hospital. In [REDACTED]

BRIAN MULLANEY - VOLUME II

there have been more than 1.5 million surgeries done this way.

And our program had a record year, and our partners love us.

BY MR. CURCHACK:

Q The 1.5 million surgeries is not WonderWork surgeries; it is Smile Train?

A It is the model I developed at Smile Train and this. We are up to 300,000. So we are really almost at 2 million surgeries done this way.

MR. LILIEN: 300,000 surgeries?

THE WITNESS: At just below it at WonderWork. Smile Train is around 1.5 million.

BY MR. CURCHACK:

Q To be clear, the difference between that 25, 35 or whatever it is cost --

A Yeah.

Q -- is what you report as,

BRIAN MULLANEY - VOLUME II  
quote, in-kind donations?

A Yes.

Q And the source of that is --  
source of that information?

A We send out -- we survey our  
partners at the end of every year and  
say what are our costs.

As -- another thing you  
should know, Wang wanted to increase  
spending in China. So he took a \$300  
surgery when I resigned. Now they pay  
a thousand dollars a surgery  
arbitrarily just to make the money --  
make 30 or 40 million in China, which  
is -- so that's what you're saying,  
you should be paying the whole cost.  
That is A bad thing.

MR. LILIEN: Going back to  
Walter's question. We touched on  
this yesterday but since we raised  
it again, if a surgery costs, say,  
\$50 or a hundred dollars,  
depending on the country and you  
supply \$25 --

BRIAN MULLANEY - VOLUME II  
us, to help make the surgery happen.

Q Did the [REDACTED]  
make a donation in 2017?

A Regrettably, no.

Q Did they -- did [REDACTED]  
tell you why they were not making the  
donation?

A Well, he didn't have to. I  
went and met with his board in  
January. I told him we are in  
bankruptcy, and I didn't ask him for  
any money. I said we will come out of  
bankruptcy and I will come back to you  
and we will survive this.

Q So you -- you asked him not  
to make a donation for 2017?

A No. I just didn't ask him.  
Every other meeting I asked him to  
continue their support.

Q Okay.

MR. LILIEN: In prior years,  
how did you -- how did you receive  
a donation?

Was it based on a formal

BRIAN MULLANEY - VOLUME II  
THE WITNESS: Yeah.

MR. LILIEN: -- but the  
government -- government entity or  
another donor, NGO provides the  
balance, would that information be  
reported to you by the -- your  
partner hospital?

THE WITNESS: Well, we ask  
them and they tell us and we know  
that.

MR. LILIEN: If another  
source paid for --

THE WITNESS: Yeah.

MR. LILIEN: -- the balance?

THE WITNESS: All our  
partners have other donors too.

BY MR. CURCHACK:

Q But you would still include  
the difference in the cost as an  
in-kind donation even though it was  
being paid by that other donor?

A We didn't pay it. Yes.  
That is the definition of in-kind, is  
a contribution from a third party, not

BRIAN MULLANEY - VOLUME II  
request?

THE WITNESS: It was based  
on my meeting. I would go and  
meet with his board of directors  
and I would give him an update and  
say we still need your support  
but, look, we are diversifying  
your support, leveraging it.

You know, of the 13 million  
they have given us, we have raised  
another 30 million or 35, and then  
at the end I say we still need  
your support. I hope you will  
consider giving us another 2  
million.

In my last trip, 2016, I  
said would you consider bumping  
that up to 3 million a year, and  
they said they would consider it.

MR. LILIEN: So no  
conversation took place at this  
January meeting about donations at  
all even though it had taken place  
in all your prior meetings?

<p style="text-align: right;">Page 385</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: I didn't ask</p> <p>3 them for money in January.</p> <p>4 MR. LILIEN: Any</p> <p>5 conversation about donations --</p> <p>6 THE WITNESS: Yes.</p> <p>7 MR. LILIEN: -- take place?</p> <p>8 THE WITNESS: Well, yes, I</p> <p>9 gave them my usual update on where</p> <p>10 we were and our donors. I did the</p> <p>11 usual report. But at the end, I</p> <p>12 didn't say just give me 2 million</p> <p>13 bucks.</p> <p>14 MR. LILIEN: I am not asking</p> <p>15 whether you made that specific</p> <p>16 request. I'm asking the</p> <p>17 conversation around [REDACTED]</p> <p>18 support or future support or the</p> <p>19 need for future support came up</p> <p>20 in --</p> <p>21 THE WITNESS: Yes, it did.</p> <p>22 MR. LILIEN: What did you</p> <p>23 talk about?</p> <p>24 THE WITNESS: They -- they</p> <p>25 wanted to know about the</p>	<p style="text-align: right;">Page 387</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 this year?</p> <p>3 THE WITNESS: Outside of</p> <p>4 that meeting, no.</p> <p>5 BY MR. CURCHACK:</p> <p>6 Q You just said that it was</p> <p>7 sad the donations were being used to</p> <p>8 pay the legal fees.</p> <p>9 Which donations were you</p> <p>10 talking about?</p> <p>11 A Charles Wang has spent</p> <p>12 \$5 million --</p> <p>13 Q No. I'm sorry. Answer.</p> <p>14 A Since I left, Charles Wang</p> <p>15 has spent \$5 million of Smile Train</p> <p>16 donations on litigation against me and</p> <p>17 WonderWork trying to destroy us.</p> <p>18 In addition, he went and</p> <p>19 injected himself in the arbitration</p> <p>20 and he said hire Kaye Scholer and I</p> <p>21 will give you documents from</p> <p>22 Smile Train and witnesses and help you</p> <p>23 win this and then I will show you how</p> <p>24 to do it and then help me spend</p> <p>25 \$6 million of donations on the</p>
<p style="text-align: right;">Page 386</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 arbitration and why did we lose</p> <p>3 and we talked about Wang and seven</p> <p>4 years of lawsuits and he was the</p> <p>5 Starr witness in an arbitration in</p> <p>6 which he knew nothing about the</p> <p>7 contract dispute.</p> <p>8 It was all a sham. It was</p> <p>9 going to be a two-day arbitration</p> <p>10 until he got them to fire the</p> <p>11 lawyers. Then it became four</p> <p>12 years. We talked about that.</p> <p>13 They are the largest shareholder</p> <p>14 of CA.</p> <p>15 Wang hates [REDACTED] as well</p> <p>16 and they know him so we talked</p> <p>17 about that. I was sad that all</p> <p>18 these donations were being spent</p> <p>19 on this horrible litigation and</p> <p>20 said we still support you and we</p> <p>21 hope you get through this.</p> <p>22 MR. LILIEN: Outside of the</p> <p>23 board meeting, did you have any</p> <p>24 conversations with [REDACTED]</p> <p>25 about holding the donation for</p>	<p style="text-align: right;">Page 388</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 arbitration.</p> <p>3 Q How much has WonderWork</p> <p>4 spent?</p> <p>5 A God, I wish I had the 6</p> <p>6 million to spend that we wouldn't have</p> <p>7 lost.</p> <p>8 We spent 900,000 on the</p> <p>9 arbitration. It's all we had. We had</p> <p>10 one lawyer. They had five. And then</p> <p>11 we spent a million on the Federal</p> <p>12 lawsuit. And then we probably spent</p> <p>13 another 500 grand on various threats</p> <p>14 and things and actions and stuff.</p> <p>15 Q What was the source of</p> <p>16 that -- those legal fees?</p> <p>17 A WonderWork.</p> <p>18 Q What money was used to pay</p> <p>19 those legal fees?</p> <p>20 What was the source of the</p> <p>21 money used to pay those legal fees?</p> <p>22 A Donations and we make</p> <p>23 interest on our money, so some of it</p> <p>24 may have come from that.</p> <p>25 The whole thing makes me</p>

BRIAN MULLANEY - VOLUME II  
sick to my stomach.

MR. LILIEN: Would [REDACTED]  
money had been used for that as  
well?

THE WITNESS: I don't know.  
I don't know specifically. We  
didn't earmark money for it.  
WonderWork -- major donors paid  
for it.

MR. CURCHACK: I would like  
to ask the reporter to mark as the  
next exhibit, which is Exhibit 23,  
an e-mail bearing production  
number is 196209. It's from  
Brian Mullaney to [REDACTED],  
and I just ask you to read the  
first paragraph.

And it says, "FYI, every  
year I have our share of expenses,  
50 percent deducted from my  
WonderWork pay."

Is that what you were  
referring to before?

THE WITNESS: (Reviewing.)

BRIAN MULLANEY - VOLUME II  
loan that saved our house."

Could you please explain to  
us what that means?

A Yes, when Smile Train sued  
me in London, they told the judge they  
wanted a judgment that would let them  
seize all my assets, including my  
house.

Q And --

A And [REDACTED] gave me a loan  
and helped me because I had to pay  
back Smile Train UK six years of pay I  
had taken and paid taxes on.

Q So the money to repay --  
money that you used to pay the  
judgment that Smile Train UK got  
against you was lent to you by [REDACTED]  
[REDACTED]?

A Yes. Yes.

Q Okay.

Has that money ever been  
repaid?

A Not yet, no.

Q One other question: The

BRIAN MULLANEY - VOLUME II  
Yes.

(Exhibit 23 is Marked.)

BY MR. CURCHACK:

Q And how did that process of  
deducting that money from your pay  
work?

A The way -- I deduct a lot of  
things from my pay and I send an  
e-mail to Hana and say, please add up  
all the expenses for our trip and send  
me a spreadsheet I can send [REDACTED] and  
then for my share, deduct it from my  
pay.

(Exhibit 24 is Marked.)

BY MR. CURCHACK:

Q Exhibit 24 is an e-mail  
thread dated January 10, 2015. The  
first one is from [REDACTED] to  
Brian Mullaney.

A Right.

(Reviewing.)

Q The e-mail on this thread  
from you to [REDACTED] begins, "Please do  
not think we have forgotten about your

BRIAN MULLANEY - VOLUME II  
e-mail at the top says, "I will send a  
copy of the iceberg by separate  
e-mail."

Do you see that?

A Yeah.

Q Do you know what he's  
talking about there?

A (Reviewing.) I will think  
of it. Just give me a second.  
(Reviewing.) I don't know  
what that is.

MR. LILIEN: How large was  
the loan that [REDACTED] --

THE WITNESS: It was about a  
million dollars.

MR. LILIEN: What was the  
terms of the loan?

THE WITNESS: He just --  
they were about to take my house,  
and he said I will loan you the  
money and he wired it to me.

MR. LILIEN: Was there --

THE WITNESS: There was no  
agreement signed or anything.

<p style="text-align: right;">Page 393</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: No agreement</p> <p>3 signed?</p> <p>4 THE WITNESS: No.</p> <p>5 MR. LILIEN: Was there</p> <p>6 expectation of repayment?</p> <p>7 THE WITNESS: Yes, I offered</p> <p>8 to repay it right away. And he</p> <p>9 said wait.</p> <p>10 MR. LILIEN: Are there any</p> <p>11 documents at all around -- other</p> <p>12 than him wiring you the money?</p> <p>13 THE WITNESS: Yeah.</p> <p>14 MR. LILIEN: Are there any</p> <p>15 documents --</p> <p>16 THE WITNESS: No.</p> <p>17 MR. LILIEN: -- that would</p> <p>18 support the fact that this is a</p> <p>19 loan?</p> <p>20 THE WITNESS: Well, just --</p> <p>21 just this and, no, there's nothing</p> <p>22 written or signed. I am very</p> <p>23 close to him. I have known him a</p> <p>24 long time. He knows it and I know</p> <p>25 it.</p>	<p style="text-align: right;">Page 395</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 supposed to write out a</p> <p>3 description, my responsibilities,</p> <p>4 all this stuff.</p> <p>5 So the Barrister said,</p> <p>6 technically you are in default.</p> <p>7 You shouldn't have gotten this</p> <p>8 money, but Smile Train New York</p> <p>9 owes it to you. Go to them and</p> <p>10 they will pay you. The Barrister</p> <p>11 said there was no wrongdoing at</p> <p>12 all.</p> <p>13 It was typical Wang. He</p> <p>14 called up the newspapers and</p> <p>15 leaked it to the press before I</p> <p>16 even heard the decision.</p> <p>17 MR. LILIEN: So since</p> <p>18 January 10, 2015, had [REDACTED]</p> <p>19 asked you for any money back on</p> <p>20 this loan?</p> <p>21 THE WITNESS: No.</p> <p>22 MR. LILIEN: Does he expect</p> <p>23 repayment?</p> <p>24 THE WITNESS: Yes, I see him</p> <p>25 every six months.</p>
<p style="text-align: right;">Page 394</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 It was nice of him to help</p> <p>3 me.</p> <p>4 MR. LILIEN: Has he ever</p> <p>5 asked you to repay this amount?</p> <p>6 THE WITNESS: Not since</p> <p>7 this. It's been a year, two</p> <p>8 years.</p> <p>9 MR. LILIEN: Was there</p> <p>10 ever -- was the judgment against</p> <p>11 you personally or judgment against</p> <p>12 WonderWork UK?</p> <p>13 THE WITNESS: Oh, no. It</p> <p>14 was -- it was Smile Train. He</p> <p>15 went and told them that I stole</p> <p>16 all this money that I was given in</p> <p>17 salary that was approved by</p> <p>18 everyone and that I was a</p> <p>19 consultant and he filled the board</p> <p>20 with his friends and -- it was</p> <p>21 proper for me to be paid.</p> <p>22 But there were steps I was</p> <p>23 supposed to do that I didn't know</p> <p>24 because the charitable laws had</p> <p>25 changed in London, and we were</p>	<p style="text-align: right;">Page 396</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. POLKOWITZ: Is the money</p> <p>3 from the foundation or him</p> <p>4 personally?</p> <p>5 THE WITNESS: No, it was him</p> <p>6 personally.</p> <p>7 (Whereupon a Recess</p> <p>8 Commenced at 10:33 and Testimony</p> <p>9 Recommenced at 10:53.)</p> <p>10 BY MR. CURCHACK:</p> <p>11 Q Back on the record.</p> <p>12 Mr. Mullaney, when did you</p> <p>13 first learn about impact loans?</p> <p>14 A I got a meeting at</p> <p>15 Rockefeller Foundation, which was in</p> <p>16 our office building at 420 Fifth</p> <p>17 Avenue, and I went there looking for a</p> <p>18 grant and came away with no money but</p> <p>19 the guy who was very bright, PhD, said</p> <p>20 you should do an impact loan.</p> <p>21 It was 2012, 2013. And I go</p> <p>22 what is that? Rockefeller Foundation</p> <p>23 helped create them. He told me all</p> <p>24 about them. I thought it was</p> <p>25 brilliant because we met all the</p>

BRIAN MULLANEY - VOLUME II  
 criteria. We had a good business  
 plan. We had a proven track record.  
 So a month later, I was at the  
 Citibank building and I pitched  
 [REDACTED] on it and he loved it.

Q Did you inform the board  
 that you wanted to seek impact loans?

A I don't remember. It wasn't  
 seeking impact loans. I had a big  
 meeting and it was appealed to one guy  
 that I thought it would work and it  
 did.

Q After you made what sounds  
 like the pitch to [REDACTED], did  
 you then decide to make a similar  
 request of other people?

A Yes.

Q And did you ask the board  
 before you made the request of the  
 other people?

A I don't remember.

Q Do you recall any discussion  
 with the board about impact loans?

A Yes, we discussed impact

BRIAN MULLANEY - VOLUME II  
 and you can get ten times as much  
 money and then you can prove that  
 you deserve it and earn it.

And if at the end of the  
 loan if the donor likes you, it  
 can lead to other stuff, just as  
 it did with [REDACTED]. He gave us  
 the loan and then a year later, he  
 flew to India with us for a trip  
 that was life changing and that  
 was the genesis for the \$4 million  
 donation for the hospital in  
 India.

MR. LILIEN: Did you  
 initially request a donation from  
 [REDACTED]?

THE WITNESS: No, I made the  
 strategic decision to ask for an  
 impact loan instead.

MR. LILIEN: Had  
 [REDACTED] been a donor to  
 Smile Train?

THE WITNESS: Yes.

MR. LILIEN: What size level

BRIAN MULLANEY - VOLUME II  
 loans.

Q When?

A I don't remember.

MR. LILIEN: But after they  
 were already entered into?

THE WITNESS: Oh, no. They  
 knew about it before we entered  
 into any agreement. It took six  
 months to get the thing signed  
 with [REDACTED] and then it became a  
 big thing.

So I probably discussed it  
 at the next board meeting after I  
 met with [REDACTED].

MR. LILIEN: Why an impact  
 loan?

THE WITNESS: Oh, it's  
 brilliant because like in that  
 meeting with [REDACTED], I probably  
 could have gotten a million-dollar  
 donation but instead I got  
 \$7.5 million loan and it's a  
 five-year loan so the donor gets  
 to know you and it's like audition

BRIAN MULLANEY - VOLUME II  
 donor was he?

THE WITNESS: 25 grand,  
 something like that.

MR. LILIEN: And your first  
 discussion with [REDACTED] with  
 regarded this loan -- concerned  
 this loan?

THE WITNESS: No.

MR. LILIEN: What was your  
 first discussion with  
 [REDACTED]?

THE WITNESS: Ironically, he  
 sent me an e-mail when I was on  
 the plane leaving L.A. going back  
 to New York, leaving Newport Beach  
 where he lives, and he said do you  
 remember me? I was at Smile  
 Train. What are you doing? I  
 would like to hear what you're up  
 to and I am in New York because I  
 am on the board of Citigroup.

So I said great, I would  
 love to meet with you and I met  
 with him a month later.



<p style="text-align: right;">Page 401</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 BY MR. CURCHACK:</p> <p>3 Q Had you met with him while</p> <p>4 you were at Smile Train?</p> <p>5 A No.</p> <p>6 MR. LILIEN: And he e-mailed</p> <p>7 you while you were on a plane back</p> <p>8 to New York?</p> <p>9 THE WITNESS: Yeah.</p> <p>10 MR. LILIEN: Had you left</p> <p>11 Smile Train already?</p> <p>12 THE WITNESS: Oh, yeah.</p> <p>13 MR. LILIEN: How would he</p> <p>14 have your personal e-mail address?</p> <p>15 THE WITNESS: I don't know.</p> <p>16 MR. LILIEN: This came out</p> <p>17 of the blue, that he just e-mailed</p> <p>18 you to see how you are doing?</p> <p>19 THE WITNESS: Yeah, it was a</p> <p>20 bizarre e-mail. I can show it to</p> <p>21 you.</p> <p>22 MR. LILIEN: It wasn't</p> <p>23 prompted by any letters, any</p> <p>24 e-mails, any phone calls?</p> <p>25 THE WITNESS: He had gotten</p>	<p style="text-align: right;">Page 403</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 how -- he said, hey, this is</p> <p>3 [REDACTED] from Smile Train. I</p> <p>4 loved your work.</p> <p>5 MR. LILIEN: Would you had</p> <p>6 sent him a letter at some point?</p> <p>7 THE WITNESS: No, because I</p> <p>8 didn't know -- I didn't know who</p> <p>9 he was when he contacted me.</p> <p>10 MR. LILIEN: When you sent</p> <p>11 the book -- I believe this is not</p> <p>12 revealing confidential</p> <p>13 information.</p> <p>14 When you sent him the book,</p> <p>15 did you accompany that book with a</p> <p>16 letter of any sort?</p> <p>17 THE WITNESS: Yes.</p> <p>18 MR. LILIEN: Would that</p> <p>19 letter have included any request</p> <p>20 to contact you or speak or catch</p> <p>21 up?</p> <p>22 THE WITNESS: The letter</p> <p>23 thanked for helping me at</p> <p>24 Smile Train and encouraged them to</p> <p>25 keep supporting Smile Train, as I</p>
<p style="text-align: right;">Page 402</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 my book that I sent him. I</p> <p>3 self-printed my book -- I don't</p> <p>4 know if I am allowed to talk about</p> <p>5 this.</p> <p>6 MR. TRIVIGNO: There is a</p> <p>7 confidentiality provision, I</p> <p>8 think, in the settlement</p> <p>9 agreement.</p> <p>10 THE WITNESS: Yeah. I can't</p> <p>11 really talk about it, unless you</p> <p>12 give me permission to.</p> <p>13 MR. LILIEN: Let's go off</p> <p>14 the record for a moment.</p> <p>15 (Whereupon a Discussion is</p> <p>16 Held Off the Record.)</p> <p>17 MR. CURCHACK: Let's go back</p> <p>18 on the record.</p> <p>19 MR. LILIEN: I was just</p> <p>20 asking how you came to receive an</p> <p>21 e-mail from [REDACTED], and you</p> <p>22 had mentioned you had sent him a</p> <p>23 book.</p> <p>24 THE WITNESS: I think I did.</p> <p>25 I think that could have been</p>	<p style="text-align: right;">Page 404</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 did.</p> <p>3 It generated hundreds of</p> <p>4 thousands of dollars of donations</p> <p>5 for Smile Train. I said if you</p> <p>6 ever -- I am off on my new charity</p> <p>7 Surgery for the Poor. And I said</p> <p>8 if you ever want to contact me,</p> <p>9 here is where I am.</p> <p>10 BY MR. CURCHACK:</p> <p>11 Q This book was sent to</p> <p>12 Smile Train donors?</p> <p>13 A About a thousand -- when I</p> <p>14 left, they threw me out. I couldn't</p> <p>15 say good-bye to everyone. I had these</p> <p>16 donors calling me and saying, Brian,</p> <p>17 you just fell off the face of the</p> <p>18 Earth. It's rude.</p> <p>19 So I sent a very gracious</p> <p>20 thank you letter with a thing I can't</p> <p>21 discuss to about a thousand of them</p> <p>22 who I am very close to thanking them</p> <p>23 for their support.</p> <p>24 Q Where did you get their</p> <p>25 contact information?</p>

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A Oh, e-mails. You know, I have records and stuff for 10 years of running the charity.

MR. LILIEN: Your letter provided contact information to contact you?

THE WITNESS: I believe it did. I don't remember. I believe it did.

MR. LILIEN: Okay.

MR. CURCHACK: Could we please mark as the next exhibit Tab 33, which will be Exhibit 25.

This is a letter dated May 10, 2013, from Mr. Mullaney to [REDACTED]. It bears production number 017317-17319.

Do you recognize this letter?

THE WITNESS: (Reviewing.)

Yes, I do.

(Exhibit 25 is Marked.)

BY MR. CURCHACK:

BRIAN MULLANEY - VOLUME II

Q Could you please turn to the second page, and the second paragraph says, "But the best thing about an impact loan is that the IRS treats it as if it is a donation. You get a hundred percent of the tax deduction up front regardless of whether the loan is ever paid back."

Do you recall writing that?

A Right. Yes.

Q Is that true?

A (Reviewing.)

Yes.

Q Okay.

A I believe it to be true.

That is the big advantage of it, is that you get credit -- especially with foundations, 90 percent of the people that have foundations get credit for the distribution for your 5 percent minimum you have to hit.

And then when it gets paid back, you can give it again.

Q Who advised you as to the

BRIAN MULLANEY - VOLUME II

structure of the impact loans?

A Oh, a bunch of people. It started with the Rockefeller Foundation guy and then we hired Simpson and Thacher.

They advised us on the [REDACTED] loan and then we hired a group called -- I forget the name -- who are experts in impact loans and they helped us structure it.

Q Did you receive any advice from Greg Lam?

A I believe so. I don't remember, but I think so.

Q Do you know what a program-related investment is?

A PRI, yeah. That's what I believe they call the impact loan distribution.

Q The impact loan?

A That's what they call it, I think.

Q And what exactly is that? You mean -- let me rephrase the

BRIAN MULLANEY - VOLUME II

question.

An impact loan is a program-related investment?

A From their side.

Q From their side?

A I believe so.

Q Meaning?

A The loan, the people loaning us the money.

Q The lender?

A Yes.

Q I see.

MR. LILIEN: Were your program-related investments only from foundations?

THE WITNESS: No. I think most were. I think we have eight impact loan folks or seven.

It may be one or two did it personally with a check, you know. Some of them even opened foundations to do it, like [REDACTED].

MR. LILIEN: Are any of your

<p style="text-align: right;">Page 409</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 program-related investments in the</p> <p>3 form of impact loans from</p> <p>4 individuals --</p> <p>5 THE WITNESS: Yes.</p> <p>6 MR. LILIEN: -- as opposed</p> <p>7 to foundations when they were</p> <p>8 made?</p> <p>9 THE WITNESS: Yes, I believe</p> <p>10 one or two.</p> <p>11 BY MR. CURCHACK:</p> <p>12 Q Who is [REDACTED]?</p> <p>13 A He is a financial advisor to</p> <p>14 [REDACTED].</p> <p>15 Q When the people who set up</p> <p>16 foundations -- do you remember who set</p> <p>17 up foundations in order to make the</p> <p>18 loan?</p> <p>19 A Do I remember which</p> <p>20 donors --</p> <p>21 Q Yes.</p> <p>22 A -- set up foundations?</p> <p>23 I don't remember exactly.</p> <p>24 Maybe [REDACTED]. I don't</p> <p>25 remember.</p> <p style="text-align: right;">Page 410</p>	<p style="text-align: right;">Page 411</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 this is really hard for us. Do you</p> <p>3 mind amending it? He said sure.</p> <p>4 Q And was there a net asset</p> <p>5 requirement that you recall?</p> <p>6 A Maybe it was that, yeah.</p> <p>7 Q Okay.</p> <p>8 What did you think, if you</p> <p>9 recall, what net assets referred to?</p> <p>10 A Well, counting your net</p> <p>11 worth at the end of the day, you know,</p> <p>12 your liabilities against your assets.</p> <p>13 Q How would restricted assets</p> <p>14 tie in with that calculation?</p> <p>15 A They weren't available to</p> <p>16 us. I don't know specifically, and I</p> <p>17 don't remember.</p> <p>18 Q Okay. But you asked him to</p> <p>19 reduce the net asset --</p> <p>20 A I did ask him to reduce</p> <p>21 something, and it was probably that.</p> <p>22 Q Okay.</p> <p>23 Do you remember whether</p> <p>24 there was a covenant with respect to</p> <p>25 program expenditures?</p> <p style="text-align: right;">Page 412</p>
<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q And who paid for the cost of</p> <p>3 setting up those foundations?</p> <p>4 A I believe they did. I don't</p> <p>5 remember.</p> <p>6 Q Okay.</p> <p>7 Were there loan agreements</p> <p>8 for the impact loans?</p> <p>9 A Yes, of course.</p> <p>10 Q Let's focus on</p> <p>11 [REDACTED] loan initially.</p> <p>12 Did there come a point in</p> <p>13 time when that was amended?</p> <p>14 A Yes.</p> <p>15 Q Do you recall the</p> <p>16 circumstances?</p> <p>17 A Yes, because we signed --</p> <p>18 one of the covenants was our net</p> <p>19 revenue, I believe, remembering,</p> <p>20 couldn't go below a certain point, and</p> <p>21 it was impossible for us with our</p> <p>22 spending of the impact loans.</p> <p>23 So we amended that and maybe</p> <p>24 one other thing. I don't remember all</p> <p>25 the details. I went to him and said</p>	<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yes.</p> <p>3 Q And what do you remember</p> <p>4 about that?</p> <p>5 A I don't remember the exact</p> <p>6 amount, but I think there was a level</p> <p>7 that -- 50 percent. I don't remember,</p> <p>8 but there was a covenant related to</p> <p>9 that.</p> <p>10 Q And what did you understand</p> <p>11 that covenant to mean, putting aside</p> <p>12 the amount of the numbers?</p> <p>13 A Your program spending had to</p> <p>14 be above a certain amount.</p> <p>15 Q Certain amount of what?</p> <p>16 A Your budget.</p> <p>17 Q Was it tied to your</p> <p>18 receipts?</p> <p>19 A Revenues.</p> <p>20 Q Revenues?</p> <p>21 A I don't remember exactly.</p> <p>22 Q Okay.</p> <p>23 A It's five years ago.</p> <p>24 Q Did [REDACTED] require an</p> <p>25 insurance policies?</p>

<p style="text-align: right;">Page 413</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yes, he did.</p> <p>3 Q And what was the purpose of</p> <p>4 that?</p> <p>5 A Well, he was nervous that if</p> <p>6 I got hit by a bus, he would lose his</p> <p>7 money.</p> <p>8 Q So WonderWork paid insurance</p> <p>9 policies --</p> <p>10 A They had no choice.</p> <p>11 Q -- on you?</p> <p>12 Was there life insurance</p> <p>13 policies?</p> <p>14 A Yes.</p> <p>15 Q Disability policy?</p> <p>16 A Yes. I later got him, I</p> <p>17 think, to remove the disability</p> <p>18 policy.</p> <p>19 Q Okay.</p> <p>20 A But there are two life</p> <p>21 insurance policies for [REDACTED] on me.</p> <p>22 Q Who pays for those life</p> <p>23 insurance policies?</p> <p>24 A WonderWork.</p> <p>25 Q Do you have any other life</p>	<p style="text-align: right;">Page 415</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 intended to forgive the loan?</p> <p>3 A We discussed it, and he --</p> <p>4 he said he would be open to it at the</p> <p>5 end of the loan, forgiving a portion</p> <p>6 of it.</p> <p>7 MR. LILIEN: When did you</p> <p>8 first discuss that with him?</p> <p>9 THE WITNESS: When I pitched</p> <p>10 it to everyone, I pitched it -- I</p> <p>11 said you can't forgive it. You</p> <p>12 don't have to. If it's a real</p> <p>13 loan, you are getting real</p> <p>14 interest and it's totally up to</p> <p>15 you what you do.</p> <p>16 But in my heart, I was</p> <p>17 hoping we would do a really good</p> <p>18 job and have a five-year audition</p> <p>19 and they say these guys are great</p> <p>20 and give us more money.</p> <p>21 MR. LILIEN: Meaning forgive</p> <p>22 the loans?</p> <p>23 THE WITNESS: Yes.</p> <p>24 MR. LILIEN: Okay.</p> <p>25 THE WITNESS: Or a portion</p>
<p style="text-align: right;">Page 414</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 insurance policies?</p> <p>3 A Yes.</p> <p>4 Q And who owns those policies?</p> <p>5 A I don't know who owns them,</p> <p>6 but my family is the beneficiary of</p> <p>7 them.</p> <p>8 Q And who pays the premiums</p> <p>9 for those policies?</p> <p>10 A WonderWork does.</p> <p>11 Q Okay.</p> <p>12 A It's in my contract.</p> <p>13 Q Okay.</p> <p>14 A It's because I go to very</p> <p>15 dangerous places and three hotels I</p> <p>16 have been to have been attacked by</p> <p>17 Islamic fighters and/or Taliban within</p> <p>18 months of my being there, as well as</p> <p>19 the earthquake in Haiti.</p> <p>20 We were scheduled to be</p> <p>21 there a month after the earthquake at</p> <p>22 the same hotel that everyone died at.</p> <p>23 Q Did [REDACTED] or anyone</p> <p>24 else with the [REDACTED]</p> <p>25 [REDACTED] ever indicate to you they</p>	<p style="text-align: right;">Page 416</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 of the loans. I started out</p> <p>3 asking them six months later, you</p> <p>4 know, will you make a donation at</p> <p>5 Christmas? It's so easy. You</p> <p>6 don't have to send a check. Just</p> <p>7 forgive some of your loan.</p> <p>8 But the response was so bad,</p> <p>9 I never even asked anymore after</p> <p>10 that. I think to date, 5 percent</p> <p>11 has been forgiven.</p> <p>12 BY MR. CURCHACK:</p> <p>13 Q 5 percent of the --</p> <p>14 A 10 million. So I was hoping</p> <p>15 they would forgive it as they go, but</p> <p>16 that didn't work out.</p> <p>17 Q Okay.</p> <p>18 How many impact loans in</p> <p>19 total were made?</p> <p>20 A I don't remember exactly.</p> <p>21 Q Did you ever make an impact</p> <p>22 loan?</p> <p>23 A I was going to make one, and</p> <p>24 I was going to use money that I hadn't</p> <p>25 taken from my pay to make one for 250</p>

<p style="text-align: right;">Page 417</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 grand and then I didn't because I</p> <p>3 forget what the reason was but I</p> <p>4 didn't.</p> <p>5 MR. LILIEN: Paid -- this is</p> <p>6 pay that you had received?</p> <p>7 THE WITNESS: No, I had been</p> <p>8 awarded, but I hadn't taken. I</p> <p>9 was owed from WonderWork.</p> <p>10 MR. LILIEN: Awarded by the</p> <p>11 board?</p> <p>12 THE WITNESS: Yes.</p> <p>13 MR. LILIEN: Pay you believe</p> <p>14 you were entitled to once the</p> <p>15 board awarded it?</p> <p>16 THE WITNESS: Yes.</p> <p>17 MR. CURCHACK: I would like</p> <p>18 to ask the reporter to mark as</p> <p>19 Exhibit 26, an e-mail dated</p> <p>20 December 8, 2013, from Karen</p> <p>21 Lazarus to Brian Mullaney and has</p> <p>22 an attached spreadsheet of what is</p> <p>23 called "WonderWork Year-End</p> <p>24 Forecast." The e-mail bears</p> <p>25 production number 224263, and the</p>	<p style="text-align: right;">Page 419</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 of 5.18 million; is that correct?</p> <p>3 A Yeah, I was assuming because</p> <p>4 we would have paid back some of the</p> <p>5 impact loans.</p> <p>6 Q Well -- okay.</p> <p>7 But I --</p> <p>8 A Where?</p> <p>9 Q Show me where on this --</p> <p>10 A I don't know.</p> <p>11 Q So the record is clear,</p> <p>12 there's no line on this spreadsheet</p> <p>13 that shows repayment of the impact</p> <p>14 loans, is there?</p> <p>15 A No.</p> <p>16 Q Do you recall the</p> <p>17 development of this spreadsheet?</p> <p>18 A Well, we had a million of</p> <p>19 these spreadsheets, you know, doing</p> <p>20 different forecasts. This one shows</p> <p>21 huge program spending --</p> <p>22 (Reviewing.) I don't know.</p> <p>23 I can go find 20 more like this,</p> <p>24 but --</p> <p>25 (Reviewing.) Can I point</p>
<p style="text-align: right;">Page 418</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 spreadsheet is 224264.</p> <p>3 (Exhibit 26 is Marked.)</p> <p>4 BY MR. CURCHACK:</p> <p>5 Q What I really want to focus</p> <p>6 your attention on is just the first</p> <p>7 page of the spreadsheet.</p> <p>8 A (Reviewing.)</p> <p>9 Okay.</p> <p>10 Q Do you recall --</p> <p>11 A Which spreadsheet?</p> <p>12 Q The first page. The one</p> <p>13 that says 10-year forecast.</p> <p>14 A Okay.</p> <p>15 (Reviewing.)</p> <p>16 Q I believe the balance are</p> <p>17 supporting documents.</p> <p>18 Now, according to this</p> <p>19 spreadsheet, would WonderWork have</p> <p>20 sufficient funds to repay the impact</p> <p>21 loans when they come due?</p> <p>22 A (Reviewing.)</p> <p>23 Probably.</p> <p>24 Q Well, I am looking at</p> <p>25 October of 2019 and chose total assets</p>	<p style="text-align: right;">Page 420</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 out one thing?</p> <p>3 Q Sure.</p> <p>4 A It does not say impact loan</p> <p>5 repayment anywhere on this, but you</p> <p>6 will notice that October 18th, impact</p> <p>7 loan interest goes down by more than</p> <p>8 half the next year.</p> <p>9 Q Okay.</p> <p>10 A It goes down again, so there</p> <p>11 are impact loans being repaid here. I</p> <p>12 don't know where it is.</p> <p>13 Q Being repaid, or were you</p> <p>14 assuming they were going to be</p> <p>15 forgiven?</p> <p>16 A Repaid.</p> <p>17 Q Why do you say that?</p> <p>18 A Because all the projections</p> <p>19 we did were based on paying back these</p> <p>20 donors because they were real loans.</p> <p>21 If they were going to be forgiven,</p> <p>22 that would have been a nice treat, but</p> <p>23 we didn't assume any of that.</p> <p>24 Q Let me mark as another</p> <p>25 exhibit, which is Exhibit 27, a</p>

<p style="text-align: right;">Page 421</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 document called "10-Year Marketing</p> <p>3 Summary," production number 10821.</p> <p>4 (Exhibit 27 is Marked.)</p> <p>5 BY MR. CURCHACK:</p> <p>6 Q Do you recall a document --</p> <p>7 do you recall this document</p> <p>8 particularly or something similar to</p> <p>9 it?</p> <p>10 A (Reviewing.)</p> <p>11 We had a bunch of these but,</p> <p>12 yes, I can't really --</p> <p>13 Q In this spreadsheet, it</p> <p>14 says --</p> <p>15 A Is this from a board -- what</p> <p>16 is the context? Is it from a board</p> <p>17 report?</p> <p>18 Q It says -- it says at the</p> <p>19 top, "October 2013 board of directors'</p> <p>20 presentation," so I am assuming it's</p> <p>21 from a board presentation.</p> <p>22 A Okay.</p> <p>23 Q It says -- it seems to</p> <p>24 suggest that the impact loans are</p> <p>25 being repaid in 2020 and 2021.</p>	<p style="text-align: right;">Page 423</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A That was a guess, yes.</p> <p>3 Q What would have been the</p> <p>4 source of repayment of those loans?</p> <p>5 A Unrestricted assets.</p> <p>6 Q Those unrestricted assets</p> <p>7 would have come from what?</p> <p>8 A From a combination of</p> <p>9 fundraising and interest on assets or</p> <p>10 whatever.</p> <p>11 MR. LILIEN: And --</p> <p>12 THE WITNESS: We were very</p> <p>13 confident we could pay these loans</p> <p>14 back, and we had raised</p> <p>15 \$700 million at Smile Train, so it</p> <p>16 wasn't really --</p> <p>17 MR. LILIEN: You believe</p> <p>18 you're equally confident today</p> <p>19 that these could be repaid --</p> <p>20 THE WITNESS: Yeah. Well,</p> <p>21 the reason --</p> <p>22 MR. LILIEN: -- based on</p> <p>23 your current assets?</p> <p>24 THE WITNESS: The reason</p> <p>25 this plan didn't come was because</p>
<p style="text-align: right;">Page 422</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Hm-hm.</p> <p>3 Q Am I reading that correctly?</p> <p>4 A (Reviewing.)</p> <p>5 It's really hard to read</p> <p>6 this.</p> <p>7 Q Okay.</p> <p>8 Well, if you look at the</p> <p>9 line at the bottom -- the line near</p> <p>10 the bottom pages, liability without</p> <p>11 loan.</p> <p>12 Do you see that?</p> <p>13 A How about impact loan</p> <p>14 repayment line? It says 5 million and</p> <p>15 2.8 million in 2020, 2021.</p> <p>16 That's what you are talking</p> <p>17 about?</p> <p>18 Q Yes.</p> <p>19 A Yes, I see that. Thank you.</p> <p>20 Sorry. I couldn't find it.</p> <p>21 Yes.</p> <p>22 Q So then you were -- at this</p> <p>23 point, the projection was to repay the</p> <p>24 loans in those amounts on those dates;</p> <p>25 is that correct?</p>	<p style="text-align: right;">Page 424</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 we were sued constantly, because</p> <p>3 our vendors were forced to quit</p> <p>4 because of Wang.</p> <p>5 It's been a very rocky,</p> <p>6 difficult road. So that, in</p> <p>7 addition to direct mail</p> <p>8 performance has degraded</p> <p>9 significantly because of</p> <p>10 demographics.</p> <p>11 So, no, if we went into</p> <p>12 bankruptcy, we were in fine shape</p> <p>13 to repay the loans. We have every</p> <p>14 nickel in the bank today. We</p> <p>15 could write a check today. So the</p> <p>16 thought that we couldn't repay</p> <p>17 them is kind of weird. I could</p> <p>18 write a check today to all impact</p> <p>19 loans and pay them.</p> <p>20 MR. LILIEN: You believe you</p> <p>21 have enough unrestricted assets in</p> <p>22 your account today to repay the</p> <p>23 loans?</p> <p>24 THE WITNESS: I don't</p> <p>25 believe that. I know that.</p>

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MR. LILIEN: You know that?

THE WITNESS: Well, I think that. If you take out all these legal fees and stuff in the last few months, if you look at our position last December -- you know, we had \$21 million in the bank, and so ten was restricted.

I think we are around 10 million or something like that -- that would leave 11, yes.

MR. LILIEN: And the amounts --

THE WITNESS: But it's also two years early. They are not due yet. So, no, remarkably, with all of the hardship we have gone through, we could repay the loans easily.

MR. LILIEN: So as of December 2016, you believed you had enough unrestricted assets since December 2016?

THE WITNESS: Close to it.

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MR. LILIEN: Since December 2016, our understanding is that certain of the unrestricted funds have been classified as restricted or will be re-classified as restricted.

THE WITNESS: Yeah, 700 grand. Yes.

MR. LILIEN: You still have enough funds --

THE WITNESS: Barely. They are not due today. So, yes, and I am short the 2 million [REDACTED] would have given us in January.

So, yes, we -- we would be in very good shape to repay all the funds next year when they are due in spite of everything.

MR. CURCHACK: Okay.

Can we please mark as Exhibit 28, an e-mail from you to [REDACTED] dated September 6, 2013, and attached to that is something called "Impact

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Loan Progress Report" for the [REDACTED]. It bears production numbers 7589 through 7607.

(Exhibit 28 is Marked.)

BY MR. CURCHACK:

Q Do you recall sending this report to [REDACTED]?

A (Reviewing.)

Yes.

Q And if you go to page 7593, this schedule shows impact loans?

A Yeah.

Q Okay.

And it shows \$250,000 next to Brian Mullaney?

A Hm-hm.

Q Is that the impact loan that you say you didn't make?

A Yes.

Q Okay.

A Well, there are other people on here that didn't make them also.

Q Now, if you go to page 7600.

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A (Reviewing.)

Q Let me ask a foundation question.

Were you involved in the preparation of this report?

A 7600.

(Reviewing.) Yes.

Q Okay.

So where on this are the impact loans?

A (Reviewing.)

I don't know.

Q Would it be reasonable to assume that they are included in the total assets and total liabilities line where you have the starting numbers?

A Probably.

Q Okay.

A (Reviewing.)

But I don't know. I don't understand it.

Q Okay.

Can you turn to page 7605,

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please.

A (Reviewing.)

Q And it says major donor event, November 5th event, Four Seasons restaurant.

A Yeah.

Q Does that refer to a dinner that was held at the Four Seasons?

A Yes.

Q And it says hosted and paid for by Brian Mullaney and [REDACTED].

A Hm-hm.

Q Did you actually pay for that dinner?

A Yes, my portion was deducted from my pay.

MR. LILIEN: How did you split up that cost of the event with [REDACTED]?

THE WITNESS: I don't remember to tell you the truth. It was only like 70 people, so it wasn't 500 people.

MR. CURCHACK: Can you

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A Yep.

Q -- there's reference to \$9.7 million under -- it says how much is raised.

A All right. I am trying to find where it is. (Reviewing.)

Q Go to page 3.

A Yeah.

Q About a third of the way up, in all caps, it says, "These numbers do not include related donations from impact loan appeal."

A Okay.

Q It says, "Total loan was 9950, wasn't it?"

See that?

A (Reviewing.)

Q Was that your question?

A Hold on. I am trying to find it.

(Reviewing.) Yeah, that would be me. All caps -- (Reading) -- donations.

So a lot of people said I am

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please mark Exhibit 29.

(Exhibit 29 is Marked.)

MR. CURCHACK: Okay.

Exhibit 29 is an e-mail thread. The first one is from Hana Fuchs to Mr. Mullaney dated May 18, 2015. It bears production number 11581 and it's four pages.

BY MR. CURCHACK:

Q Now, if you go to page -- first of all, do you recall the circumstances that led to this e-mail thread?

A (Reviewing.)

Q To help you refresh your recollection, I notice on page 2, there's something addressed to [REDACTED].

A Yeah, she represented a big donor, [REDACTED], and she was vetting us before he gave us a hundred thousand dollar grant.

Q Okay.

On page 3 --

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not going to give you an impact loan. Here's a hundred grand. So we tracked that as well.

Q But then it says below that, "How much raised? Total raised was 9,700,000."

See that?

A Yeah.

Q And then if you go to the first page --

A Yeah.

Q There's an e-mail from you to Hana, which says, "Why are numbers different than our board presentations and different than our presentations to [REDACTED]?"

Do you see that?

A Right.

Q Okay.

Ms. Fuchs responds and says, "My numbers are clearly the loans we received."

A Yeah.

Q And then she wrote, "Also



<p style="text-align: right;">Page 433</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 these numbers include your \$250,000</p> <p>3 loan, which is not on the books."</p> <p>4 A Right.</p> <p>5 Q Is that the \$250,000 loan</p> <p>6 you said you were going to make --</p> <p>7 A From my pay, yes.</p> <p>8 Q Okay.</p> <p>9 But, in fact, that number</p> <p>10 was included in your board</p> <p>11 presentations and the presentations to</p> <p>12 the [REDACTED] wasn't it?</p> <p>13 A Right. But just to give you</p> <p>14 some context on that, all of these</p> <p>15 loans could be called at any day for</p> <p>16 any reason, period.</p> <p>17 So, you know, I never signed</p> <p>18 a loan. I don't know why I didn't do</p> <p>19 it. I think it was too much paperwork</p> <p>20 or a waste of time. But it's not a</p> <p>21 big thing that -- I could have called</p> <p>22 it, not given it.</p> <p>23 Plus all those names that</p> <p>24 you saw there, a lot of people on that</p> <p>25 list never went through with their</p>	<p style="text-align: right;">Page 435</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 the list with all the names where</p> <p>3 you said this is your name, they</p> <p>4 hadn't given their money and they</p> <p>5 hadn't signed up.</p> <p>6 They said they would, but</p> <p>7 they never followed through.</p> <p>8 BY MR. CURCHACK:</p> <p>9 Q Other than you, was there</p> <p>10 anybody in that line \$9.75 million of</p> <p>11 impact loans who didn't make an impact</p> <p>12 loan, not the total list but</p> <p>13 9.75 million?</p> <p>14 A I don't know. I don't know</p> <p>15 the names. I would say no. Those</p> <p>16 people are definite because it's in</p> <p>17 the number. Our total number started</p> <p>18 out like 10 or above 10 and then came</p> <p>19 down and settled around 9.7.</p> <p>20 MR. LILIEN: Can we turn to</p> <p>21 page 11581-3.</p> <p>22 THE WITNESS: Yeah.</p> <p>23 MR. LILIEN: In your capped</p> <p>24 language --</p> <p>25 THE WITNESS: Yeah.</p>
<p style="text-align: right;">Page 434</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 loans.</p> <p>3 MR. LILIEN: So when you</p> <p>4 talked about the list of</p> <p>5 WonderWork investors -- I don't</p> <p>6 remember the exact phrase --</p> <p>7 THE WITNESS: Yeah.</p> <p>8 MR. LILIEN: -- why were</p> <p>9 they on the list and not --</p> <p>10 THE WITNESS: Because they</p> <p>11 made a commitment, and then they</p> <p>12 changed their mind.</p> <p>13 And the reason -- I want you</p> <p>14 to understand why those numbers</p> <p>15 are different. My numbers are</p> <p>16 loans purely received. Hana,</p> <p>17 unless she had the signed document</p> <p>18 in hand, she wasn't counting it,</p> <p>19 or unless she had the cash in</p> <p>20 hand.</p> <p>21 MR. LILIEN: You included</p> <p>22 them on a list signifying they</p> <p>23 were, in fact, investors but yet</p> <p>24 not had given the money?</p> <p>25 THE WITNESS: That list --</p>	<p style="text-align: right;">Page 436</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: -- it says</p> <p>3 total loan was 9.95 million,</p> <p>4 wasn't it?</p> <p>5 THE WITNESS: Yeah. I am a</p> <p>6 little confused about what that</p> <p>7 9.95 number is.</p> <p>8 I meant total loans, plural,</p> <p>9 was 9950, which would be the total</p> <p>10 amount of all the loans -- impact</p> <p>11 loans.</p> <p>12 MR. LILIEN: Including your</p> <p>13 250?</p> <p>14 THE WITNESS: I don't</p> <p>15 remember that part, but -- I don't</p> <p>16 know. I don't know if this was</p> <p>17 before I decided not to do it or</p> <p>18 not.</p> <p>19 MR. LILIEN: To the best of</p> <p>20 your knowledge, how much was</p> <p>21 raised through impact loans?</p> <p>22 THE WITNESS: I believe it</p> <p>23 was this number, 9950.</p> <p>24 MR. LILIEN: The 9950</p> <p>25 number?</p>

<p style="text-align: right;">Page 437</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Yes.</p> <p>3 MR. LILIEN: And where you</p> <p>4 say, again, in that same capped</p> <p>5 language section, "It was all from</p> <p>6 individuals, not foundations.</p> <p>7 They simply made the loans to</p> <p>8 personal foundations," can you</p> <p>9 explain the distinction you are</p> <p>10 making there is.</p> <p>11 THE WITNESS: (Reviewing.)</p> <p>12 I am saying that no</p> <p>13 professional foundations</p> <p>14 participated in this. I don't</p> <p>15 know why I am saying this or what</p> <p>16 I am answering. I would have to</p> <p>17 look at her question.</p> <p>18 The Ford Foundation,</p> <p>19 Rockefeller -- those are</p> <p>20 foundations. [REDACTED] gives</p> <p>21 us money from the [REDACTED]</p> <p>22 [REDACTED], but</p> <p>23 they are individuals.</p> <p>24 It's just a vehicle. That's</p> <p>25 what I was --</p>	<p style="text-align: right;">Page 439</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 from foundations, total raised</p> <p>3 from individuals, underneath.</p> <p>4 I am making the point that</p> <p>5 it was all individuals, and they</p> <p>6 simply -- most of them used</p> <p>7 foundations to do it as a vehicle.</p> <p>8 MR. LILIEN: Do the checks</p> <p>9 come from the foundation or the</p> <p>10 individuals?</p> <p>11 THE WITNESS: Yeah, it is</p> <p>12 the same as if it comes from a</p> <p>13 Fidelity donor-advised fund.</p> <p>14 MR. LILIEN: No. A</p> <p>15 donor-advised fund --</p> <p>16 THE WITNESS: The way we</p> <p>17 treated it --</p> <p>18 MR. LILIEN: -- is a fund of</p> <p>19 a public charity. That's distinct</p> <p>20 from a foundation.</p> <p>21 THE WITNESS: Okay.</p> <p>22 I am talking the way we</p> <p>23 talked about these people.</p> <p>24 A foundation to us was a</p> <p>25 foundation run by professional</p>
<p style="text-align: right;">Page 438</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: I understand</p> <p>3 that. They are both foundations,</p> <p>4 though?</p> <p>5 THE WITNESS: No, they are.</p> <p>6 But their behavior is different.</p> <p>7 We treat them differently.</p> <p>8 MR. LILIEN: In what ways do</p> <p>9 you treat them differently?</p> <p>10 THE WITNESS: Because at the</p> <p>11 Ford Foundation you go and meet</p> <p>12 with a professional foundation</p> <p>13 person, foundation officer who</p> <p>14 makes the loans.</p> <p>15 [REDACTED] knows me</p> <p>16 personally and his sister. I meet</p> <p>17 with his foundation. It's a rich</p> <p>18 individual giving money. So</p> <p>19 there's very different behavior.</p> <p>20 MR. LILIEN: But in terms --</p> <p>21 THE WITNESS: That is the</p> <p>22 point I am trying to make. I</p> <p>23 don't know why I am responding to</p> <p>24 some -- something Blue Rhodes.</p> <p>25 See, it says total raised</p>	<p style="text-align: right;">Page 440</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 management and foundation officers</p> <p>3 and if you look at the 370 billion</p> <p>4 Americans give every year, only 3</p> <p>5 or 4 percent come from</p> <p>6 foundations. We never spend any</p> <p>7 time on them -- very little time.</p> <p>8 We spend time on individuals</p> <p>9 that give the 90 plus percent in</p> <p>10 America. Many of the big ones of</p> <p>11 them -- they all have foundations.</p> <p>12 I do Vanguard -- a Schwab</p> <p>13 donor-advised fund. It's just a</p> <p>14 vehicle. It's where the check</p> <p>15 comes from. It's meaningless in</p> <p>16 terms of the behavior of the</p> <p>17 donor.</p> <p>18 MR. LILIEN: Why do you</p> <p>19 think it's important to point out</p> <p>20 the distinction between giving</p> <p>21 from individuals versus giving</p> <p>22 from foundations?</p> <p>23 THE WITNESS: For us as an</p> <p>24 organization?</p> <p>25 MR. LILIEN: Yeah.</p>

<p style="text-align: right;">Page 441</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Because we --</p> <p>3 well, we learned this the hard way</p> <p>4 raising money. We don't solicit</p> <p>5 foundations. We solicit wealthy</p> <p>6 individuals who may have a</p> <p>7 foundation that they use, because</p> <p>8 they give much more money.</p> <p>9 And I found that by wasting</p> <p>10 a lot of time, going to the Ford</p> <p>11 Foundation and the Gates</p> <p>12 Foundation and all -- Rockefeller</p> <p>13 Foundation, all the big</p> <p>14 foundations.</p> <p>15 MR. LILIEN: Again, why do</p> <p>16 you think it's important to</p> <p>17 distinguish for donors with</p> <p>18 respect --</p> <p>19 THE WITNESS: This wasn't</p> <p>20 for donors. This was for my</p> <p>21 staff.</p> <p>22 MR. LILIEN: I thought you</p> <p>23 were responding to someone from</p> <p>24 [REDACTED].</p> <p>25 THE WITNESS: Well, this was</p>	<p style="text-align: right;">Page 443</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Right.</p> <p>3 MR. LILIEN: Again, why</p> <p>4 would it be important for you to</p> <p>5 distinguish between individual</p> <p>6 donors --</p> <p>7 THE WITNESS: Because it's</p> <p>8 misleading. Because they all came</p> <p>9 from individuals that we knew for</p> <p>10 a long time and who liked us.</p> <p>11 None of them came from a</p> <p>12 Rockefeller Foundation, so I</p> <p>13 didn't --</p> <p>14 MR. LILIEN: Okay.</p> <p>15 MR. CURCHACK: Can you</p> <p>16 please mark as Exhibit 30, a</p> <p>17 letter dated April 23, 2014 from</p> <p>18 Mr. Mullaney to Dear [REDACTED]</p> <p>19 [REDACTED], which I believe to be [REDACTED]</p> <p>20 and [REDACTED]</p> <p>21 (Exhibit 30 is Marked.)</p> <p>22 BY MR. CURCHACK:</p> <p>23 Q Do you recall sending this</p> <p>24 letter?</p> <p>25 A (Reviewing.)</p>
<p style="text-align: right;">Page 442</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 from my team, I believe. I don't</p> <p>3 know if this went -- no, it didn't</p> <p>4 go to her. It was from my staff.</p> <p>5 MR. LILIEN: It was in</p> <p>6 context of responding to questions</p> <p>7 from [REDACTED], who was</p> <p>8 representing a donor.</p> <p>9 THE WITNESS: (Reviewing.)</p> <p>10 How much was raised was</p> <p>11 written by someone on my team, I</p> <p>12 believe. And she said -- she</p> <p>13 wrote, total raised from</p> <p>14 foundations, total raised from</p> <p>15 individuals. And I responded, no,</p> <p>16 that's all coming from the</p> <p>17 individuals.</p> <p>18 Some of them just happen to</p> <p>19 have foundations, and some of them</p> <p>20 don't.</p> <p>21 MR. LILIEN: The purpose of</p> <p>22 this response -- your</p> <p>23 participation is to respond to</p> <p>24 questions that were posed by a</p> <p>25 representative of the donor?</p>	<p style="text-align: right;">Page 444</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Yes.</p> <p>3 Q And in the first numbered</p> <p>4 paragraph, it says it helped us raise</p> <p>5 an additional \$2.5 million in impact</p> <p>6 loans?</p> <p>7 A Yeah.</p> <p>8 Q The [REDACTED] impact loan was</p> <p>9 how much?</p> <p>10 A 7.5.</p> <p>11 Q So if you added 2.5 to that,</p> <p>12 that would be \$10 million, right?</p> <p>13 A Yes, that's my 9950.</p> <p>14 Q Which included the 250,</p> <p>15 which you actually never --</p> <p>16 A I don't know that. I don't</p> <p>17 think it did, but I don't know.</p> <p>18 Q Let's --</p> <p>19 A You should know that</p> <p>20 WonderWork owes me over a million</p> <p>21 dollars now. Are you aware of that?</p> <p>22 Q We will come to your</p> <p>23 compensation later.</p> <p>24 A Okay.</p> <p>25 MR. CURCHACK: I would like</p>

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to mark -- I would like to ask the court reporter to now mark as Exhibit 31, a batch of letters dated February 18, 2015. The production numbers are 8108 through 8122.

The first one is addressed to [REDACTED].

(Exhibit 31 is Marked.)

BY MR. CURCHACK:

Q Do you recall sending these letters?

A Sure. Looks familiar.

Q This says it went out to all eight of our impact loan donors. So, in fact, there were eight impact loan donors?

A I don't remember exactly. Something in that neighborhood.

Q Okay.

And if you look at the first -- page 8109, 8111, which are two different versions of the letter, two different people says total impact

BRIAN MULLANEY - VOLUME II

loans."

Do you see that?

A Yes.

Q And it says, "The hundred thousand you've forgiven has already been restricted to our surgery programs."

Do you see that?

A Yes.

Q So this would seem to indicate that a hundred thousand dollars was forgiven from the loan and that included in -- restricted to surgery?

A Converted to donation.

Q So that would have gone to grants?

A Yes.

Q Okay.

If you go to page 81113, where it says, again, at the bottom, "A hundred thousand you've forgiven has already been restricted to our surgery programs. This hundred

BRIAN MULLANEY - VOLUME II

loan amount \$9,950,000, correct?

A So to your question that 9950 included my 250, that I didn't make, no, because I had withdrawn it by then. It was not part of that.

Just to clarify, you said that 9950 includes loan you never made.

Q Yes.

A The answer is no, it does not, because here it is a year later.

It did not and it does not.

Q So how do you explain in Exhibit 29, Ms. Fuchs' statement that these numbers include your \$250,000 loan, which is not on the books?

A (Reviewing.)

I do not know.

Q Okay.

Let's now turn to page 8111, please. This is in Exhibit 31. If you look at the bottom, it says, "Several of our impact loan supporters have forgiven portions of their

BRIAN MULLANEY - VOLUME II

thousand dollars would also have gone to surgeries."

A It should have, yes.

Q And if you go to page 8115.

A (Reviewing.)

Q It's a letter addressed to [REDACTED]. It says, "The hundred thousand you've forgiven has already been restricted to our surgery programs."

A Yes.

Q "This hundred thousand dollars also would have gone to grants."

A Yes, it should have. Yes.

Q Okay.

Who is [REDACTED]?

A He's my father.

Q Okay.

Who is Blackbird Consulting, if you know?

A I don't know. Doesn't ring a bell.

Q Does the name [REDACTED]

BRIAN MULLANEY - VOLUME II

ring a bell?

A Yes, I believe she works with [REDACTED].

Is she from California?

Q I don't know.

A Okay.

Actually, I don't know.

MR. LILIEN: Let me ask you one question.

Turn to page 8118.

THE WITNESS: 8118?

MR. LILIEN: 8118.

THE WITNESS: Okay.

MR. LILIEN: On the bottom, it talks about interest accrued.

THE WITNESS: Yes.

MR. LILIEN: \$6,000 based on \$300,000 loan only. Can you explain that?

THE WITNESS: (Reviewing.)

On -- he gave a -- this is

[REDACTED]. He gave a \$300,000 loan and then he promised another one, so we probably had only

BRIAN MULLANEY - VOLUME II

anyone else who had given \$250,000 loan?

THE WITNESS: No, I think this would be it, and my 250 would be -- so I am wrong saying my loan would have been out of that.

I'm sorry. I was wrong.

BY MR. CURCHACK:

Q Did [REDACTED] make an impact loan?

A Yes, she did.

MR. CURCHACK: I would like to mark as the next Exhibit 32, a document dated February 11, 2014, and it's production number WON 07840.

(Exhibit 32 is Marked.)

BY MR. CURCHACK:

Q Do you recall seeing this proposal?

A (Reviewing.)

Not really, but I understand it.

Q Okay.

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received the \$300,000 one, and that was the 2 percent based on that.

So the original loan amount was a commitment for 500,000, and you can see there's a one-year difference between the payback schedule.

MR. LILIEN: Did you receive the difference of the \$300,000?

THE WITNESS: I think so.

MR. LILIEN: Would the \$9.95 million listed on page 8109 include the \$200,000?

THE WITNESS: I have no idea.

MR. LILIEN: Brian, the total of these loans that we just calculated, \$9.7 million, with these eight donors listed here --

THE WITNESS: Okay.

MR. LILIEN: -- aside from your \$250,000, is there anyone else that may have been included,

BRIAN MULLANEY - VOLUME II

Well, this says 80 percent of total loan, \$800,000 to be used to help pay for surgeries and treatments during the term of the loan?

A Right.

Q Did, in fact, [REDACTED] request that 80 percent of her loan proceeds be used to help pay for surgeries?

A I don't remember this part, but I do know she received the same solicitation everyone else did that we just reviewed that said we need money for direct mail.

I had dinner with her. She said yes. And then it took four, five months, as I recall, going back and forth with her lawyers, which Karen did, to finalize the loan and they may have said, we will give you the loan, but we want the money to go for surgeries and we said yes.

Q Okay.

If, in fact --

BRIAN MULLANEY - VOLUME II

A I don't remember discussing that.

Q If, in fact, the loan had said that, then the \$800,000 would have gone to pay for grants; is that correct?

A And not direct mail?

Q Yes.

A Yes, it should have.

Q Okay.

Now, in the reports -- I would like to go back to the April 23rd letter to [REDACTED]

A 31?

Q I think it is Exhibit 31. (Reviewing.)

No, it's Exhibit 30.

(Whereupon a Discussion is Held Off the Record.)

BY MR. CURCHACK:

Q Yeah, Exhibit 30. Sorry.

A (Reviewing.)

Okay.

BRIAN MULLANEY - VOLUME II

referring to the impact loan updates, the set of eight we were just talking about?

THE WITNESS: Well, I was referring to the original pitch. But, yes, she would have received those. Also I actually was kind of surprised to see the [REDACTED] thing, but I may have seen it and approved it.

MR. LILIEN: Just so I understand, she would have received the original solicitation materials, but her lawyers then negotiated a different arrangement for her?

THE WITNESS: I am guessing that, with Karen -- we had a very difficult time going back and forth with her folks, but then she would have kept receiving these.

MR. LILIEN: Why did you have a difficult time, since you raised it?

BRIAN MULLANEY - VOLUME II

Q Now, the total number of impact loans that you referred to included [REDACTED] loans, correct?

A Yes.

Q So in calculating these statistics in this letter, when you calculated the costs per donor resulting from the loans, did you include the [REDACTED] loan in that calculation?

A (Reviewing.)

Well, we only spent 2 million of the impact loans here.

Q I see. Okay.

Thank you.

MR. LILIEN: Brian, I just want to clarify one point you mentioned before.

When Walter asked you about the [REDACTED] loan, you said she would have received the same solicitation materials.

THE WITNESS: Yes.

MR. LILIEN: Were you

BRIAN MULLANEY - VOLUME II

THE WITNESS: I don't know. I don't think they liked the idea. They never -- five years ago, impact loans, no one ever heard of them. They were kind of suspect, and [REDACTED], she is a very big person.

Poor Karen had to go back and forth for months with them.

MR. CURCHACK: Okay.

I would like to ask the reporter to mark as Exhibit 33, a document entitled "Declaration in Opposition to HelpMeSee's Motion to Appoint a Trustee," and this is from the docket in the WonderWork bankruptcy case. That is docket number 59.

(Exhibit 33 is Marked.)

BY MR. CURCHACK:

Q Mr. Mullaney, have you ever seen this before?

A I don't think so.

Q Do you know who prepared it?

BRIAN MULLANEY - VOLUME II

A I have no idea.

Q Okay.

MR. CURCHACK: I would like to now mark as the next exhibit a letter dated February 16, 2017, from [REDACTED]

[REDACTED], dated February 16, 2017. It bears production number 0240289 through 5.

(Exhibit 34 is Marked.)

BY MR. CURCHACK:

Q Okay.

We have another. We will actually mark a different copy, which is on the docket of the bankruptcy case, Docket 61-7, as Exhibit G.

Do you recall seeing this letter before?

A I knew about it, but, no, I don't remember reading it.

Q Do you recall who drafted this letter?

BRIAN MULLANEY - VOLUME II

you earlier. At the June board meeting, the independent directors approved a year-end performance bonus of \$250,000 for Brian. Brian shared with us that he's reinvesting this in WonderWork as part of our impact loan program."

Do you see that?

A Hm-hm.

Q And did you, in fact, tell Mr. Dysart that you were going to be lending your bonus to WonderWork?

A Yep.

Q And did you lend your bonus to WonderWork?

A Yes, I did.

Q I thought you said you didn't make the impact loan.

A Well, I didn't formalize it as an impact loan, but WonderWork owes me \$700,000. That probably includes this money for salary I didn't take, in addition to 400,000 that I gave back.

BRIAN MULLANEY - VOLUME II

A No.

Q Okay.

MR. CURCHACK: Okay. I would like to mark now as Exhibit 35, an e-mail dated September 12, 2013, from you to Hana Fuchs, and it's part of the thread. It is production number is 012040.

(Exhibit 35 is Marked.)

BY MR. CURCHACK:

Q Do you recall this e-mail thread?

A Yep.

Q I notice at the bottom there's an -- the bottom of the first page, there's an e-mail from Ted Dysart to Hana Fuchs.

Who is Ted Dysart?

A He's a board member -- he's one of our founding board members.

Q Okay.

I will read it. It says, "I remiss in not having sent this note to

BRIAN MULLANEY - VOLUME II

So that's 1.1 million. And then for this year, WonderWork owes me like \$600,000. So somewhere in there is that 250 grand, I believe.

I don't remember exactly when I decided not to make it a loan. It could have been in six months or a year. I don't remember. I could go find out for you, if it's important for you.

Q Well, the e-mail -- Hana responds to Ted. "Just to clarify, the bonus is to be paid out in July 2013 for fiscal year '14 and booked as an impact loan from Brian."

Is that correct? This was --

A It was never paid out because of my thing above. I never took it.

Q Okay.

But it was included in those lists of e-mails that -- sorry, list of impact loans that you -- in that

1 BRIAN MULLANEY - VOLUME II  
2 list of impact loans?

3 A Yes.

4 MR. CURCHACK: Okay.

5 Could we please mark as the  
6 next exhibit, another e-mail  
7 thread, which appears with the  
8 document production number 12053,  
9 and it's a two page e-mail.

10 (Exhibit 36 is Marked.)

11 BY MR. CURCHACK:

12 Q And do you recall sending  
13 this e-mail?

14 A Yes.

15 Q And this appears to be a  
16 response to the same e-mail that we  
17 read earlier where Hana wrote,  
18 "Thanks, Ted. Just to clarify."

19 Is that correct?

20 A Yes.

21 Q And could you read this  
22 e-mail into the record, please?

23 A "Hana, I wish you hadn't  
24 sent this e-mail. Please do not ever  
25 again send the board an e-mail without

1 BRIAN MULLANEY - VOLUME II  
2 charity to keep \$250,000 of my pay,  
3 not pay taxes on it, and it ends  
4 better for me.

5 You know, for me to take  
6 money out of a charity and then give  
7 it back to it is really not very  
8 useful because I am paying taxes on  
9 monies that are just going to do a  
10 roundtrip to the charity.

11 Q Okay.

12 I may have asked you this  
13 before, but I don't recall the answer.

14 Did Copilevitz & Canter set  
15 up a foundation for any of the impact  
16 lenders, if you recall?

17 A I think they did. We  
18 offered them as a resource to our  
19 donors to make it easy for them.

20 Q And if they did, who would  
21 have paid?

22 A The donors would have, I  
23 believe. I don't remember, but I  
24 think the donors would have paid the  
25 fee. I believe \$3,000 or something

1 BRIAN MULLANEY - VOLUME II  
2 running it by me first. We can  
3 discuss on Monday."

4 Q Why did you send this e-mail  
5 to Hana?

6 A Because I was upset that she  
7 hadn't discussed it with me before she  
8 sent it, because I didn't want to be  
9 paid out. I wanted the charity to  
10 keep the money and --

11 Q But if you were making an  
12 impact loan, the charity would have  
13 received the money, wouldn't they  
14 have?

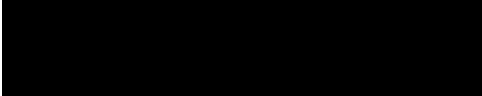
15 A No, they wouldn't. Half of  
16 the money would have gone to taxes.

17 Q Could you elaborate on what  
18 you mean by that?

19 A This bonus is to be paid out  
20 on July 13th, so she gives me  
21 \$250,000, and the government -- I pay  
22 taxes on it, and WonderWork pays  
23 workman's comp and all that on it and  
24 it cuts the money in half.

25 So it's much better for the

1 BRIAN MULLANEY - VOLUME II  
2 like that.

3   
4  
5  
6 Q Okay.

7 A He might have.

8 THE REPORTER: 37.

9 (Exhibit 37 is Marked.)

10 BY MR. CURCHACK:

11 Q The next exhibit will be  
12 Exhibit 37, and it's an e-mail from  
13 Greg Lam to Karen Lazarus, Brian  
14 Mullaney and Hana Fuchs dated June 25,  
15 2013. It bears production numbers  
16 33625-1 and -2.



## BRIAN MULLANEY - VOLUME II

A Yes.

Q Could you just share with us what your thinking on the subject was.

A The impact loans were the best thing -- one of the best things we ever did. We wouldn't be here if we didn't get that support from those donors and we didn't get

We would have had, just as I pointed out, plenty of money -- enough money to pay them back if we hadn't gone bankrupt, so we had the money to pay them back and we had hoped to have much more money so that -- you know, when you have a lot of money as a charity, you earn money from your interest and you earn money from bequests and stuff like that.

And it wouldn't have been

BRIAN MULLANEY - VOLUME II  
anything like a Ponzi scheme. There's been a tremendous amount of publicity about impact loans recently in the newspaper, and nobody is calling them "Ponzi schemes."

They are very popular. They are very effective, and we were a perfect candidate for it, and we did a very good job with it.

Q What do you think he was referring to when he used the term?

A He was referring to taking money from one donor and giving it to another.

Q Hm-hm.

A But there's a big difference. If we had 500,000, a million donors supporting us, you know, we could take a portion of that money and pay debt, just like any charities do, where charities take out mortgages, charities pay rent and all that stuff.

So it's just a question of

## BRIAN MULLANEY - VOLUME II

how successful we were. We are not as successful as we plan to be when we got these loans, but we had no idea we were going to be getting sued and harassed and destroyed by Charles Wang, so it's been a hard road.

Q But the assumption in your mind all along was that it would be subsequent donations that would be used to repay the impact loans unless they were forgiven?

A A portion, yes. And interest earned, yes. Plus we have a lot of billionaires that support us, people that could write a check for ten or 50, a hundred million dollars. [REDACTED] has no children. He told me on one of my trips, Brian, you have to help me when I retire. I am going to have \$3 billion. I don't know what to do with it.

So I have had hopes of him, so we have plenty of things going on

## BRIAN MULLANEY - VOLUME II

that we could have repaid the loans from.

MR. LILIEN: Brian, I just want to talk a moment -- aside from [REDACTED] --

THE WITNESS: Yeah.

MR. LILIEN: -- just focusing on your major donors.

I think yesterday you mentioned a hundred thousand dollars or more for WonderWork.

THE WITNESS: Right.

MR. LILIEN: Who else besides [REDACTED] -- what other major donor besides [REDACTED] would have given you money for unrestricted purposes?

THE WITNESS: [REDACTED]. I spent two hours with him a year ago. His [REDACTED] gives 500 million a year. He was supporting me for 10 years at Smile Train, and I finally met him last

BRIAN MULLANEY - VOLUME II  
December or a year ago December,  
and he took his \$50,000 a year to  
us up to 450,000. He's one guy.

MR. LILIEN: Stop right  
there.

Is that from him personally  
or his foundation?

THE WITNESS: From his  
foundation.

MR. LILIEN: His  
\$500 million foundation?

THE WITNESS: He's got a  
billion-dollar foundation. It's  
huge.

MR. LILIEN: How large is  
[REDACTED] foundation?

THE WITNESS: I don't know.  
It's Swiss. We don't have  
access.

[REDACTED] in  
Texas love us. They know what we  
are doing. They gave me 500 grand  
the first meeting I had with them,  
and they gave us another 450 for

BRIAN MULLANEY - VOLUME II  
reviewed the report for yesterday  
where you had told them their  
\$500,000 was put to immediate use  
for surgeries?

THE WITNESS: Yes. Yes.

MR. LILIEN: And --

THE WITNESS: But that was  
my decision. They gave me 500,000  
at Christmas, and I said to my  
staff, let's really impress them.  
Let's put this all towards  
surgeries. Let's do it quickly,  
so I can fly back down in six  
months and show them what good we  
did with it.

MR. LILIEN: Is it the  
[REDACTED]?

THE WITNESS: [REDACTED].  
[REDACTED].

MR. LILIEN: [REDACTED]

THE WITNESS: That was  
restricted by him.

MR. LILIEN: By him?

THE WITNESS: For Zimbabwe.

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the thing. They are billionaires  
that we could, if we needed to, go  
to and say --

MR. LILIEN: I don't mean to  
interrupt you. I am not asking if  
you could go to them. I'm asking  
which donors -- major donors had  
given you funds for unrestricted  
purposes and you mentioned the  
[REDACTED].

Would you consider them or  
their foundation a major donor who  
has given you funds to be used for  
unrestricted?

THE WITNESS: Yes, they gave  
us half a million for  
unrestricted, and an additional  
450,000 for an IT project.

MR. LILIEN: Is this the  
same [REDACTED] --

THE WITNESS: [REDACTED]  
was restricted for Zimbabwe.

MR. LILIEN: Is this the  
same [REDACTED] that we

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MR. LILIEN: Again, looking  
in the last, say, two years --

THE WITNESS: Yes.

MR. LILIEN: -- of your  
major donors, putting aside what  
we talked about now, and putting  
aside [REDACTED] --

THE WITNESS: Yeah.

MR. LILIEN: -- what other  
major donors?

THE WITNESS: That kind of  
money?

MR. LILIEN: -- would have  
given you a substantial grant for  
unrestricted purposes?

THE WITNESS: [REDACTED]  
gave us a million dollars last  
fall or last June '16, one of our  
board members.

MR. LILIEN: A grant?

THE WITNESS: He rescinded  
the grant after the bankruptcy,  
but it was a follow-up of a  
million he had given us before

<p style="text-align: right;">Page 473</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 when we launched WonderWork.</p> <p>3 MR. LILIEN: Had you</p> <p>4 received the grant?</p> <p>5 THE WITNESS: The first one,</p> <p>6 yes.</p> <p>7 MR. LILIEN: How much was</p> <p>8 that?</p> <p>9 THE WITNESS: A million.</p> <p>10 MR. LILIEN: When did you</p> <p>11 receive it?</p> <p>12 THE WITNESS: So it was the</p> <p>13 second million.</p> <p>14 2011, when we started.</p> <p>15 MR. LILIEN: Again, in the</p> <p>16 last two years, which grants have</p> <p>17 you received by major donors for</p> <p>18 unrestricted purposes?</p> <p>19 THE WITNESS: Well, [REDACTED]</p> <p>20 That is a year ago.</p> <p>21 MR. LILIEN: I thought --</p> <p>22 THE WITNESS: That was the</p> <p>23 second grant.</p> <p>24 MR. LILIEN: The first grant</p> <p>25 was in 2011?</p>	<p style="text-align: right;">Page 475</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q If I can ask a question</p> <p>3 here, starting in mid-to-late 2016 --</p> <p>4 A Yeah.</p> <p>5 Q -- did you not add a line to</p> <p>6 all of your mailings, including to</p> <p>7 WonderWork donors, that a hundred</p> <p>8 percent of their donations would go to</p> <p>9 surgeries or surgery programs?</p> <p>10 A Right.</p> <p>11 Q So would you consider those</p> <p>12 unrestricted funds?</p> <p>13 A Starting then, yes.</p> <p>14 MR. LILIEN: Unrestricted or</p> <p>15 restricted?</p> <p>16 THE WITNESS: No,</p> <p>17 restricted. It would have said on</p> <p>18 the stationery.</p> <p>19 We started that in</p> <p>20 September.</p> <p>21 BY MR. CURCHACK:</p> <p>22 Q So starting in, let's say,</p> <p>23 September of 2016, what is the source,</p> <p>24 other than [REDACTED] -- other than</p> <p>25 [REDACTED], of unrestricted donations</p>
<p style="text-align: right;">Page 474</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: Around there,</p> <p>3 yeah.</p> <p>4 MR. LILIEN: The second</p> <p>5 grant was when?</p> <p>6 THE WITNESS: June 2016.</p> <p>7 MR. LILIEN: Was the money</p> <p>8 for that grant received?</p> <p>9 THE WITNESS: No, because of</p> <p>10 the bankruptcy.</p> <p>11 MR. LILIEN: Again, putting</p> <p>12 aside the reasons why it wasn't</p> <p>13 received, which major donors in</p> <p>14 the last two years would you</p> <p>15 had -- did you receive grants from</p> <p>16 that were allowed to be used for</p> <p>17 unrestricted purposes?</p> <p>18 THE WITNESS: Well, if you</p> <p>19 look at our WonderWork donations,</p> <p>20 we got two million from [REDACTED]</p> <p>21 but we raised another three</p> <p>22 million a year or four from other</p> <p>23 WonderWork donors -- three or four</p> <p>24 million every year.</p> <p>25 BY MR. CURCHACK:</p>	<p style="text-align: right;">Page 476</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 to WonderWork in any of its forms?</p> <p>3 A Well, we were making -- we</p> <p>4 would have made two or \$3 million this</p> <p>5 year of the stock market, but we lost</p> <p>6 it because of the bankruptcy.</p> <p>7 They made us take all our</p> <p>8 money out of the stock market, and we</p> <p>9 would have made two or three million</p> <p>10 right there.</p> <p>11 Q Who made you take the money</p> <p>12 out of the stock market?</p> <p>13 A The court.</p> <p>14 Q Didn't, in fact, the board</p> <p>15 suggest in October that you --</p> <p>16 October 2016, that you put your money</p> <p>17 into more conservative investments?</p> <p>18 A Yes.</p> <p>19 Q And didn't you do it then?</p> <p>20 A No, we didn't. We didn't</p> <p>21 have the meeting on it. It was</p> <p>22 brought up, and Steve Rappaport was</p> <p>23 going to meet. We were creating an</p> <p>24 investment committee, which hadn't</p> <p>25 met, and then when we got the</p>

<p style="text-align: right;">Page 477</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 bankruptcy notice, I immediately</p> <p>3 pulled it out -- out of caution, and</p> <p>4 then we hired our lawyers and we said,</p> <p>5 well, this is ridiculous because --</p> <p>6 well, I asked is it okay if we</p> <p>7 reinvest it where it was.</p> <p>8 They said yes. We</p> <p>9 reinvested it. HelpMeSee went crazy.</p> <p>10 They said put it in a treasury bill,</p> <p>11 and we lost \$2 million because of</p> <p>12 that.</p> <p>13 Q If I told you the United</p> <p>14 States trustee has a policy of</p> <p>15 requiring all debtors to invest its</p> <p>16 money in certain types of investments</p> <p>17 and that Vanguard is not one of those</p> <p>18 recognized investments, would that</p> <p>19 refresh your recollection as to why</p> <p>20 the money is now being held in a bank</p> <p>21 account?</p> <p>22 A Well, you are a bankruptcy</p> <p>23 lawyer. You know much more than I do.</p> <p>24 But a bankruptcy lawyer told me I was</p> <p>25 free to invest in Vanguard.</p>	<p style="text-align: right;">Page 479</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 share ever. We raised more money</p> <p>3 than ever. We were going up and</p> <p>4 up.</p> <p>5 I wasn't sitting around</p> <p>6 saying how am I going to pay back</p> <p>7 these loans. I was very confident</p> <p>8 because we had \$21 million in the</p> <p>9 bank.</p> <p>10 We were in a very strong</p> <p>11 position, and I wasn't worried</p> <p>12 about it.</p> <p>13 MR. CURCHACK: It's 20 after</p> <p>14 12 -- off the record.</p> <p>15 (Whereupon a Discussion is</p> <p>16 Held Off the Record.)</p> <p>17 MR. LILIEN: Back on the</p> <p>18 record.</p> <p>19 THE WITNESS: Plus I had</p> <p>20 every nickel to repay those loans</p> <p>21 in the bank in September 2016. I</p> <p>22 had every nickel to repay them.</p> <p>23 You are saying how are you</p> <p>24 going to repay the loans. I could</p> <p>25 have written a check on</p>
<p style="text-align: right;">Page 478</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Number 2, I was also told</p> <p>3 Bernstein makes exceptions all the</p> <p>4 time, Judge Bernstein, who was the</p> <p>5 judge at that point in time, so I just</p> <p>6 did what I was told.</p> <p>7 MR. LILIEN: Brian, I want</p> <p>8 to make sure before we get off</p> <p>9 this topic, aside from Mr.</p> <p>10 [REDACTED] gift --</p> <p>11 THE WITNESS: Yeah.</p> <p>12 MR. LILIEN: -- and aside</p> <p>13 from returns from the market --</p> <p>14 THE WITNESS: Right.</p> <p>15 MR. LILIEN: -- what else</p> <p>16 were you -- what other sources of</p> <p>17 unrestricted funding did you have</p> <p>18 available to you beginning, you</p> <p>19 know, in July -- June or</p> <p>20 July 2016?</p> <p>21 THE WITNESS: I don't know.</p> <p>22 We didn't have to repay it then.</p> <p>23 You know, I have the</p> <p>24 [REDACTED]</p> <p>25 [REDACTED] We were at our best</p>	<p style="text-align: right;">Page 480</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 September 16th, two years early to</p> <p>3 repay the loans.</p> <p>4 So I was very confident that</p> <p>5 we could go forward and would</p> <p>6 easily be in a position to repay</p> <p>7 them in 2018 and 2019.</p> <p>8 BY MR. CURCHACK:</p> <p>9 Q What was your understanding</p> <p>10 in September 2016 as to what</p> <p>11 percentage of those funds in the bank,</p> <p>12 as you put it, were restricted as</p> <p>13 opposed to unrestricted?</p> <p>14 A I had no idea, really. But</p> <p>15 I did know we had 21 million, and we</p> <p>16 had 10 million to repay our impact</p> <p>17 loan liabilities.</p> <p>18 And from the minute we got</p> <p>19 the loans, we knew we had to repay</p> <p>20 them, and we were paranoid about</p> <p>21 saying sorry, guys, to our best</p> <p>22 donors, we don't have your money.</p> <p>23 So even from the beginning,</p> <p>24 we were very conservative and cautious</p> <p>25 with what we would dip into.</p>

<p style="text-align: right;">Page 481</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: Just to be</p> <p>3 clear, in September 2016, you had</p> <p>4 at least \$10 million to repay --</p> <p>5 of unrestricted funds to repay the</p> <p>6 loans?</p> <p>7 THE WITNESS: Yes.</p> <p>8 MR. LILIEN: Okay.</p> <p>9 THE WITNESS: Yes. Well, we</p> <p>10 know now too, because we have been</p> <p>11 audited, we have 21 million. Our</p> <p>12 number today of restricted money,</p> <p>13 I believe, is 9.9, right.</p> <p>14 We have been forced to pay 2</p> <p>15 million in legal fees, you know.</p> <p>16 So, yeah, we were right there or</p> <p>17 about there.</p> <p>18 And [REDACTED] cut back</p> <p>19 the 2 million because of the</p> <p>20 bankruptcy, as all of our donors.</p> <p>21 So we had 2 and a half million</p> <p>22 come in post-bankruptcy. We have</p> <p>23 such strong support from our</p> <p>24 donors.</p> <p>25 Many of our big donors are</p>	<p style="text-align: right;">Page 483</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 want the 3 percent interest.</p> <p>3 MR. LILIEN: Did you ever</p> <p>4 enter into any loan agreements</p> <p>5 with the board in which you</p> <p>6 provided a loan to WonderWork?</p> <p>7 THE WITNESS: No, I just let</p> <p>8 it sit -- left it with the</p> <p>9 money -- with the charity.</p> <p>10 I did that for 10 years at</p> <p>11 Smile Train and auditors approved</p> <p>12 it. I did it for six years at</p> <p>13 WonderWork and KPMG approved it.</p> <p>14 JJ Coneys, who was chair of</p> <p>15 the audit committee, was well</p> <p>16 aware of it, and he approved it.</p> <p>17 It was a great way for me to help</p> <p>18 the charity, you know, which I</p> <p>19 believed in.</p> <p>20 It is like my baby, and</p> <p>21 especially through difficult times</p> <p>22 when we're living hand to mouth,</p> <p>23 and that's why I did it.</p> <p>24 MR. LILIEN: Who was living</p> <p>25 hand to mouth?</p>
<p style="text-align: right;">Page 482</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 holding back. We were in a very</p> <p>3 good position then and would be in</p> <p>4 a better position if we hadn't had</p> <p>5 this arbitration decision.</p> <p>6 BY MR. CURCHACK:</p> <p>7 Q Two more questions on the</p> <p>8 impact loans and then we can break.</p> <p>9 One, to your best knowledge,</p> <p>10 all of the impact loan money, with the</p> <p>11 possible exception of the [REDACTED] funds,</p> <p>12 were spent on mailers and direct mail?</p> <p>13 A Yes.</p> <p>14 Q And all of that direct mail</p> <p>15 was addressed to the DBAs?</p> <p>16 A Was used on behalf of DBAs?</p> <p>17 Q Yes.</p> <p>18 A I believe so, yes.</p> <p>19 MR. LILIEN: One last thing</p> <p>20 from me.</p> <p>21 You mentioned you never</p> <p>22 formalized the impact loan.</p> <p>23 THE WITNESS: For myself.</p> <p>24 MR. LILIEN: For yourself.</p> <p>25 THE WITNESS: Yeah, I didn't</p>	<p style="text-align: right;">Page 484</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: WonderWork</p> <p>3 was, because we had lawsuit after</p> <p>4 lawsuit and threat, and -- two</p> <p>5 weeks after we went into</p> <p>6 bankruptcy, Kaye Scholer</p> <p>7 threatened us again with a new</p> <p>8 lawsuit.</p> <p>9 It's been a seven-year</p> <p>10 nightmare, and that's why I did</p> <p>11 it.</p> <p>12 MR. CURCHACK: Let's take a</p> <p>13 break.</p> <p>14 (Whereupon a Recess</p> <p>15 Commenced at 12:21 and Testimony</p> <p>16 Recommenced at 1:10.)</p> <p>17 BY MR. CURCHACK:</p> <p>18 Q Back on the record.</p> <p>19 A Can I clarify some of the</p> <p>20 comments because I get excited and</p> <p>21 talk fast.</p> <p>22 The DBA money went</p> <p>23 towards -- I think I said surgeries,</p> <p>24 but I meant surgery programs as well.</p> <p>25 I don't know if I said that, but</p>

<p style="text-align: right;">Page 485</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 surgeries and surgery programs.</p> <p>3 The Haefner money was used</p> <p>4 for overhead and for matching gifts.</p> <p>5 MR. LILIEN: Brian, you said</p> <p>6 throughout yesterday and today</p> <p>7 that when we talk about surgery,</p> <p>8 surgery programs, you're talking</p> <p>9 about grants.</p> <p>10 I want to make sure, are you</p> <p>11 now changing --</p> <p>12 THE WITNESS: About grants?</p> <p>13 MR. LILIEN: Making</p> <p>14 grants -- many people give money</p> <p>15 to surgery for surgery-to-surgery</p> <p>16 programs.</p> <p>17 You are talking about making</p> <p>18 grants to your partner hospitals.</p> <p>19 Is that still your position?</p> <p>20 THE WITNESS: Yes.</p> <p>21 MR. LILIEN: Okay.</p> <p>22 THE WITNESS: Finally, I got</p> <p>23 all excited, but I remember</p> <p>24 there's interest on those impact</p> <p>25 loans, so I don't know that we had</p>	<p style="text-align: right;">Page 487</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 capacity -- did Mr. Rappaport make</p> <p>3 those changes?</p> <p>4 THE WITNESS: Yes, and the</p> <p>5 board approved them.</p> <p>6 MR. LILIEN: Is Mr.</p> <p>7 Rappaport a lawyer familiar with</p> <p>8 non-profit law?</p> <p>9 THE WITNESS: I believe so.</p> <p>10 He's very active and raised a ton</p> <p>11 of money, and he's on the Credit</p> <p>12 Suisse board.</p> <p>13 MR. LILIEN: When Mr.</p> <p>14 Rappaport was working on this, was</p> <p>15 he acting in his role as a board</p> <p>16 member or acting in his role as an</p> <p>17 outside lawyer?</p> <p>18 THE WITNESS: Oh, I don't --</p> <p>19 he made the comments when I</p> <p>20 invited him to come on the board,</p> <p>21 and he sent me some scribbles and</p> <p>22 then he helped us re-write the</p> <p>23 boards after he came on and was a</p> <p>24 director.</p> <p>25 MR. LILIEN: Are you</p>
<p style="text-align: right;">Page 486</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 enough in the bank to pay them</p> <p>3 back in September.</p> <p>4 I do know we had a lot. I</p> <p>5 would have been very confident we</p> <p>6 could have paid a hundred percent</p> <p>7 of what we owed back when they</p> <p>8 came due.</p> <p>9 That's all.</p> <p>10 BY MR. CURCHACK:</p> <p>11 Q Do you know -- scratch that.</p> <p>12 WonderWork is a Delaware</p> <p>13 non-profit corporation; is that</p> <p>14 correct?</p> <p>15 A Yes.</p> <p>16 Q Do you know whether</p> <p>17 WonderWork has any members?</p> <p>18 A Oh, that is a good question.</p> <p>19 Steve Rappaport came on our</p> <p>20 board 2016. He's an excellent lawyer,</p> <p>21 and he said our bylaws were a mess.</p> <p>22 And he revised them, and I think he</p> <p>23 got rid of the member part of the</p> <p>24 bylaws. That's all I remember.</p> <p>25 MR. LILIEN: In what</p>	<p style="text-align: right;">Page 488</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 aware -- do you know whether</p> <p>3 non-profit corporations in</p> <p>4 Delaware must have members?</p> <p>5 THE WITNESS: I have no</p> <p>6 idea.</p> <p>7 BY MR. CURCHACK:</p> <p>8 Q Does WonderWork have</p> <p>9 officers and directors insurance?</p> <p>10 A D&amp;O, yes.</p> <p>11 Q Has it always had D&amp;O?</p> <p>12 A I believe so, yes.</p> <p>13 Q Do you know what the policy</p> <p>14 limit is?</p> <p>15 A No.</p> <p>16 Q Do you know if the policy</p> <p>17 limit ever changed?</p> <p>18 A I doubt it.</p> <p>19 Q Do you know -- you told us</p> <p>20 yesterday that a claim was made with</p> <p>21 respect to the legal fees in</p> <p>22 connection with the Smile Train</p> <p>23 litigation, which was turned down.</p> <p>24 A A claim was not made. We</p> <p>25 discussed it, and I believe we were</p>

<p style="text-align: right;">Page 489</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 told that -- we were accused of fraud,</p> <p>3 and when fraud is involved, D&amp;O is</p> <p>4 invalid.</p> <p>5 Q Okay.</p> <p>6 Those discussions were with</p> <p>7 the insurance company?</p> <p>8 A No, they are with our</p> <p>9 lawyers.</p> <p>10 Q Do you know whether your</p> <p>11 lawyer spoke to the insurance company?</p> <p>12 A I don't think they did.</p> <p>13 Q Okay.</p> <p>14 And has any claim been made</p> <p>15 against any D&amp;O insurance policy since</p> <p>16 then?</p> <p>17 A Not that I am aware of, no.</p> <p>18 Q Okay.</p> <p>19 Who keeps records of the</p> <p>20 board meetings?</p> <p>21 A I write the minutes and</p> <p>22 Karen helps me clean them up and I</p> <p>23 circulate them to the board members,</p> <p>24 get their comments and then we review</p> <p>25 and approve them at the next board</p>	<p style="text-align: right;">Page 491</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Through some error if something is</p> <p>3 missing, I would just ask counsel</p> <p>4 to --</p> <p>5 MR. TRIVIGNO: I believe</p> <p>6 that they are complete.</p> <p>7 (Exhibit 39 is Marked.)</p> <p>8 BY MR. CURCHACK:</p> <p>9 Q Do you recognize Exhibit 38?</p> <p>10 A (Reviewing.) I think I do.</p> <p>11 Q And what is it?</p> <p>12 A (Reviewing.)</p> <p>13 It's notes I took from the</p> <p>14 board meeting.</p> <p>15 Q So these are your notes</p> <p>16 typed up?</p> <p>17 A I believe so.</p> <p>18 Q Do you take your notes on</p> <p>19 the laptop or by hand?</p> <p>20 A Both -- not both.</p> <p>21 Either-or.</p> <p>22 Q Okay.</p> <p>23 Do you recall in this case</p> <p>24 whether these were typed copies of</p> <p>25 your handwritten notes or actually</p>
<p style="text-align: right;">Page 490</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 meeting.</p> <p>3 MR. CURCHACK: I would like</p> <p>4 to mark the next two exhibits.</p> <p>5 The first is three pages of typed</p> <p>6 notes. The production number</p> <p>7 010614 through 16. It says at the</p> <p>8 top "WonderWork Board Minutes</p> <p>9 October 2016."</p> <p>10 (Exhibit 38 is Marked.)</p> <p>11 MR. CURCHACK: And the next</p> <p>12 is going to be a package of a</p> <p>13 number of documents, which we</p> <p>14 believe to be a complete set of</p> <p>15 the minutes of the board of</p> <p>16 directors of Surgery for the Poor</p> <p>17 and WonderWork starting with the</p> <p>18 April 11, 2012, board meeting and</p> <p>19 running through the December 6,</p> <p>20 2016, board meeting.</p> <p>21 These bear production</p> <p>22 numbers 1251 through 1304, and as</p> <p>23 I said, I believe these are --</p> <p>24 these have been produced to us as</p> <p>25 the complete set of board minutes.</p>	<p style="text-align: right;">Page 492</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 things typed in?</p> <p>3 A I don't remember.</p> <p>4 Q Okay.</p> <p>5 If you could turn to -- in</p> <p>6 Exhibit 39, starting at page 1300.</p> <p>7 Does that look familiar, the</p> <p>8 next four pages?</p> <p>9 A Yep.</p> <p>10 Q And what are those?</p> <p>11 A This is the draft that went</p> <p>12 out to the board and was approved.</p> <p>13 Q And so between the notes</p> <p>14 that are Exhibit 38 and final minutes,</p> <p>15 which are included in Exhibit 39, in</p> <p>16 the normal case, what would be the</p> <p>17 process of turning the notes into the</p> <p>18 final minutes?</p> <p>19 A Karen would help me</p> <p>20 elaborate on this, and we would talk</p> <p>21 about it and I would start with this</p> <p>22 nucleus and then fill it in.</p> <p>23 Q Okay.</p> <p>24 Now, if you go to page 4 of</p> <p>25 the final board minutes. It's number</p>

<p style="text-align: right;">Page 493</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 1303.</p> <p>3 A Yes.</p> <p>4 Q This would seem to suggest</p> <p>5 that as of the October board meeting,</p> <p>6 the portfolio, which I assume means</p> <p>7 WonderWork's investments --</p> <p>8 A Yeah.</p> <p>9 Q -- rests in Vanguard total</p> <p>10 stockmarket ETF.</p> <p>11 Is that your recollection?</p> <p>12 A Yes.</p> <p>13 Q And prior to the bankruptcy</p> <p>14 filing, do you believe those funds</p> <p>15 stayed in that account at least until</p> <p>16 the date of the bankruptcy filing?</p> <p>17 A Yes -- no, no, no, not until</p> <p>18 the bankruptcy filing. Until the</p> <p>19 claim. Until we lost. When we lost</p> <p>20 the arbitration, I got a threatening</p> <p>21 letter from HelpMeSee, all the board</p> <p>22 members.</p> <p>23 We didn't know what to do.</p> <p>24 We were scrambling to find lawyers. I</p> <p>25 immediately converted it to cash just</p>	<p style="text-align: right;">Page 495</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 whatever the money market was.</p> <p>3 Q Who is Ted Dysart?</p> <p>4 A He was one of our founding</p> <p>5 board members.</p> <p>6 Q How did you first meet him?</p> <p>7 A He was on my board of</p> <p>8 governors at Smile Train.</p> <p>9 Q Is the board of governors</p> <p>10 the same as the board of directors?</p> <p>11 A No. It was very different.</p> <p>12 I had hoped to use it as kind of a</p> <p>13 stepping stone to the board of</p> <p>14 directors because we desperately</p> <p>15 needed more than what we had.</p> <p>16 But it was independent and</p> <p>17 it had no real power, although it had</p> <p>18 better people than our board on it,</p> <p>19 including, you know, Bill Conway, a</p> <p>20 billionaire was on it. Steve Levitt</p> <p>21 was on it. It was phenomenal.</p> <p>22 Q Did you ask Mr. Dysart to</p> <p>23 join the WonderWork board?</p> <p>24 A Yes.</p> <p>25 Q And did he agree?</p>
<p style="text-align: right;">Page 494</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 to be safe. I didn't know what to</p> <p>3 expect. So that's what I did. We</p> <p>4 didn't go into bankruptcy until</p> <p>5 December 29th.</p> <p>6 Q Okay. Thanks.</p> <p>7 MR. LILIEN: When you</p> <p>8 converted it to cash, you said you</p> <p>9 wanted to be safe.</p> <p>10 What did you mean by that.</p> <p>11 THE WITNESS: I didn't want</p> <p>12 the market to crash the next day</p> <p>13 and say they lost money and then</p> <p>14 sue me for that.</p> <p>15 I just said, I want to be</p> <p>16 very conservative and I called</p> <p>17 Hana right away and said call</p> <p>18 Vanguard and liquidate that</p> <p>19 account, which she did.</p> <p>20 BY MR. CURCHACK:</p> <p>21 Q You say "liquidate the</p> <p>22 account." You mean put it into --</p> <p>23 A Yes. I didn't mean close</p> <p>24 the account. I meant get it out of</p> <p>25 the ETF and leave it in the --</p>	<p style="text-align: right;">Page 496</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yes.</p> <p>3 Q Did you ever have any</p> <p>4 disagreements with Mr. Dysart about</p> <p>5 the operations of WonderWork?</p> <p>6 A Yes.</p> <p>7 Q What were they?</p> <p>8 A Well, it was only twice.</p> <p>9 Once was with my job description and</p> <p>10 he, without my involvement, wrote up</p> <p>11 my priorities for the next year</p> <p>12 without any input from me. I was kind</p> <p>13 of shocked. And said I should spend</p> <p>14 all my time on social media, stuff</p> <p>15 like that.</p> <p>16 MR. LILIEN: When did that</p> <p>17 occur?</p> <p>18 THE WITNESS: That was early</p> <p>19 on. That was like 2013, I think,</p> <p>20 around there. I was really taken</p> <p>21 back.</p> <p>22 MR. LILIEN: What prompted</p> <p>23 him to do that.</p> <p>24 THE WITNESS: I don't know.</p> <p>25 He's a nice guy, but he just was</p>



<p style="text-align: right;">Page 497</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 kind of like, I am your boss now,</p> <p>3 and here is what you are going to</p> <p>4 do and so I brought in JJ Coneys,</p> <p>5 who was a great former vice</p> <p>6 chairman.</p> <p>7 I said if you want to work</p> <p>8 with me on priorities, but I will</p> <p>9 be glad to do that. I need to be</p> <p>10 involved.</p> <p>11 By the way, I have been</p> <p>12 doing this for 20 years, and Ted</p> <p>13 had never even done any of it. He</p> <p>14 didn't know what he was talking</p> <p>15 about. That was the first time.</p> <p>16 And the second time was right</p> <p>17 before he quit. I had been asking</p> <p>18 him to do an employment agreement</p> <p>19 for me for years.</p> <p>20 And he just said I am going</p> <p>21 to do it. I am going to do it.</p> <p>22 He wouldn't do it. I was very</p> <p>23 frustrated. And I finally had</p> <p>24 Greg Lam draw something up, and I</p> <p>25 sent him for approval to the board</p>	<p style="text-align: right;">Page 499</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 lawyer, if I wanted to.</p> <p>3 MR. LILIEN: Okay.</p> <p>4 THE WITNESS: He was</p> <p>5 representing WonderWork. I really</p> <p>6 only wanted like a bare bones</p> <p>7 thing. He said no, I had to hire</p> <p>8 a lawyer and he hired a friend of</p> <p>9 his in Chicago for \$900 an hour to</p> <p>10 negotiate.</p> <p>11 I said, I have my pay. I</p> <p>12 don't want a raise. I don't want</p> <p>13 any perks. I am not going to</p> <p>14 spend 30 or 40 grand on this.</p> <p>15 This is an obscene waste of money.</p> <p>16 And so we had a big butting</p> <p>17 of the heads of that, and he quit</p> <p>18 over that.</p> <p>19 MR. LILIEN: He quit over</p> <p>20 that?</p> <p>21 THE WITNESS: He quit over</p> <p>22 that. He resigned shortly</p> <p>23 thereafter.</p> <p>24 MR. LILIEN: Why do you</p> <p>25 believe he resigned?</p>
<p style="text-align: right;">Page 498</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 to look at. Ted said, no, I am</p> <p>3 going to do it. What is the name</p> <p>4 of your lawyer? And I said what</p> <p>5 do you mean my lawyer? He said I</p> <p>6 am hiring a lawyer to negotiate</p> <p>7 with you.</p> <p>8 And I said, I don't want to</p> <p>9 negotiate. I want a boilerplate,</p> <p>10 simple two-page contract like I</p> <p>11 had at Smile Train. I don't want</p> <p>12 any perks or anything. I want a</p> <p>13 severance clause or the usual crap</p> <p>14 in it. I don't want to waste</p> <p>15 money.</p> <p>16 MR. LILIEN: Right. Was</p> <p>17 Greg Lam counsel to WonderWork or</p> <p>18 to you personally?</p> <p>19 THE WITNESS: WonderWork.</p> <p>20 MR. LILIEN: Why would Greg</p> <p>21 Lam, counsel for WonderWork, write</p> <p>22 an employment agreement for you?</p> <p>23 THE WITNESS: It would be</p> <p>24 for me on behalf of WonderWork,</p> <p>25 and then I would show it to a</p>	<p style="text-align: right;">Page 500</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: I wouldn't let</p> <p>3 him hire his friend. I said get</p> <p>4 your friend to do it for free.</p> <p>5 MR. LILIEN: You wouldn't</p> <p>6 let who hire his friend?</p> <p>7 THE WITNESS: Ted Dysart.</p> <p>8 MR. LILIEN: Hire his</p> <p>9 friend?</p> <p>10 THE WITNESS: In Chicago.</p> <p>11 MR. LILIEN: As a lawyer?</p> <p>12 THE WITNESS: Yeah. He</p> <p>13 promised his friend this job.</p> <p>14 He's a headhunter. He's the vice</p> <p>15 chairman of Heidrick &amp; Struggles.</p> <p>16 He's a very big guy there, but</p> <p>17 he's very young. He's like</p> <p>18 40 years old.</p> <p>19 He went and hired --</p> <p>20 retained one of his labor lawyers</p> <p>21 that he uses to do contracts with</p> <p>22 General Motors, stuff like that,</p> <p>23 to negotiate with me and I go -- I</p> <p>24 said just give me any contract, I</p> <p>25 will sign it. I don't care. I am</p>

<p style="text-align: right;">Page 501</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 not going to do that.</p> <p>3 MR. LILIEN: As -- what was</p> <p>4 Ted Dysart's role at that time on</p> <p>5 the board?</p> <p>6 THE WITNESS: He was just</p> <p>7 the director. He might have been</p> <p>8 secretary or something. I don't</p> <p>9 remember. He was not chairman.</p> <p>10 MR. LILIEN: You were</p> <p>11 objecting to his going out on</p> <p>12 behalf of the board and retaining</p> <p>13 counsel -- retaining counsel?</p> <p>14 THE WITNESS: Without anyone</p> <p>15 knowing or approving, to my</p> <p>16 knowledge, yes. And I object -- I</p> <p>17 really objected to spending 30 or</p> <p>18 \$40,000 on this.</p> <p>19 MR. LILIEN: Would you had</p> <p>20 preferred to use Greg Lam? Was</p> <p>21 that the point?</p> <p>22 THE WITNESS: I said to him,</p> <p>23 we have an expert in non-profit</p> <p>24 law, Copilevitz &amp; Canter. He's</p> <p>25 counsel to WonderWork. Use him as</p>	<p style="text-align: right;">Page 503</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Dysart noted that he will take lean on</p> <p>3 this and look to finalize contract for</p> <p>4 next board meeting."</p> <p>5 Is this the original</p> <p>6 contract that you are referring to?</p> <p>7 A Yes.</p> <p>8 Q That was presented at this</p> <p>9 board meeting in 2013?</p> <p>10 A (Reviewing.)</p> <p>11 Oh, um -- (Reviewing.)</p> <p>12 I believe so.</p> <p>13 Q Okay.</p> <p>14 A This would be the contract</p> <p>15 that Greg Lam drew up a draft.</p> <p>16 MR. CURCHACK: Could we next</p> <p>17 mark Exhibit 40, an e-mail from</p> <p>18 Brian Mullaney to Ted Dysart dated</p> <p>19 November 11, 2015. It's</p> <p>20 production 193824. It's a</p> <p>21 two-page e-mail and attached to it</p> <p>22 is a draft of an agreement between</p> <p>23 WonderWork and Brian Mullaney.</p> <p>24 (Exhibit 40 is Marked.)</p> <p>25 MR. LILIEN: Off the record</p>
<p style="text-align: right;">Page 502</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 your lawyer.</p> <p>3 Ted, talk to him and then</p> <p>4 present me something and I will</p> <p>5 just sign it or I might show it to</p> <p>6 my brother who is a lawyer. And</p> <p>7 he got all in a hissy fit over</p> <p>8 that, and he quit.</p> <p>9 So then I went to JJ and</p> <p>10 said, JJ, you get a contract from</p> <p>11 Greg Lam, or he already drafted</p> <p>12 one. In four minutes, I talked</p> <p>13 with JJ on the phone and I signed</p> <p>14 it. If you review it, it is a</p> <p>15 bare bones template contract,</p> <p>16 two-pages long, maybe three.</p> <p>17 BY MR. CURCHACK:</p> <p>18 Q Could we refer back to</p> <p>19 Exhibit 39, and would you please look</p> <p>20 at the minutes for the February 14,</p> <p>21 2013, meeting?</p> <p>22 It's page 1261.</p> <p>23 A (Reviewing.)</p> <p>24 Q I will read the second</p> <p>25 paragraph, "Reviewed CEO contract.</p>	<p style="text-align: right;">Page 504</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 for a minute.</p> <p>3 (Whereupon a Discussion is</p> <p>4 Held Off the Record.)</p> <p>5 MR. LILIEN: Back on.</p> <p>6 MR. CURCHACK: Let's just</p> <p>7 mark the letter for now.</p> <p>8 BY MR. CURCHACK:</p> <p>9 Q This is an e-mail from you</p> <p>10 to Mr. Dysart; is that correct?</p> <p>11 A Yes.</p> <p>12 Q It says -- it begins, "Three</p> <p>13 or four years ago, you said you would</p> <p>14 take care of developing an employment</p> <p>15 contract for me"?</p> <p>16 A Yes.</p> <p>17 Q Okay.</p> <p>18 When you say "developing an</p> <p>19 employment contract," are you</p> <p>20 referring to the agreement that had</p> <p>21 already been drafted --</p> <p>22 A (Reviewing.)</p> <p>23 Q -- that had been presented</p> <p>24 back in 2013?</p> <p>25 A (Reviewing.)</p>

Page 505	Page 507
<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 I believe so. I don't -- I</p> <p>3 didn't just see it. I don't know. I</p> <p>4 didn't have a contract at this point</p> <p>5 in time, so...</p> <p>6 MR. CURCHACK: Let's mark as</p> <p>7 the next exhibit document WON</p> <p>8 01237.</p> <p>9 (Exhibit 41 is Marked.)</p> <p>10 BY MR. CURCHACK:</p> <p>11 Q Is this your employment</p> <p>12 agreement with WonderWork?</p> <p>13 A (Reviewing.)</p> <p>14 I guess so, yes.</p> <p>15 Q All right. So who</p> <p>16 ultimately drafted this agreement?</p> <p>17 A Greg Lam.</p> <p>18 Q Okay.</p> <p>19 So did WonderWork ever</p> <p>20 retain a Chicago firm that Mr. Dysart</p> <p>21 had referred to or you had referred to</p> <p>22 in connection with Mr. Dysart</p> <p>23 previously?</p> <p>24 A Ted retained them, and we</p> <p>25 had to send them a check for three or</p>	<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q So is this first -- is the</p> <p>3 latter document which we just marked</p> <p>4 the draft that was discussed in 2013</p> <p>5 with the board?</p> <p>6 A It could be.</p> <p>7 Q But you are not sure?</p> <p>8 A Well, I don't remember</p> <p>9 exactly. It could be.</p> <p>10 Q Okay.</p> <p>11 Did you have any</p> <p>12 conversations with any member of the</p> <p>13 board of directors other than Mr.</p> <p>14 Dysart about your employment</p> <p>15 agreement?</p> <p>16 A Yes.</p> <p>17 Q And who did you have</p> <p>18 discussions with?</p> <p>19 A JJ Coneys. And I believe it</p> <p>20 was circulated to the entire board for</p> <p>21 comment and feedback.</p> <p>22 MR. LILIEN: Did you ever</p> <p>23 speak to Greg Lam directly about</p> <p>24 your employment agreement?</p> <p>25 THE WITNESS: I don't</p>
Page 506	Page 508
<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 \$4,000.</p> <p>3 Q Okay.</p> <p>4 I would like to --</p> <p>5 A He this didn't draft this.</p> <p>6 To my knowledge, Greg Lam did.</p> <p>7 MR. CURCHACK: I would like</p> <p>8 to now mark as Exhibit 42,</p> <p>9 production WON-EX 010748.</p> <p>10 (Exhibit 42 is Marked.)</p> <p>11 BY MR. CURCHACK:</p> <p>12 Q Do you recognize this</p> <p>13 document?</p> <p>14 A (Reviewing.)</p> <p>15 It looks like the same</p> <p>16 document.</p> <p>17 Q Except I noticed -- I point</p> <p>18 out in the first paragraph --</p> <p>19 A The date?</p> <p>20 Q -- it says as of blank 2013,</p> <p>21 whereas the previous exhibit says as</p> <p>22 of January 1, 2016?</p> <p>23 A Right.</p> <p>24 Q Is that correct?</p> <p>25 A Right.</p>	<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 remember. I might have. I don't</p> <p>3 remember.</p> <p>4 MR. LILIEN: Who do you</p> <p>5 think Greg Lam spoke to?</p> <p>6 THE WITNESS: To generate</p> <p>7 this?</p> <p>8 MR. LILIEN: Yes.</p> <p>9 THE WITNESS: Me, but it</p> <p>10 could have been an e-mail. He may</p> <p>11 have drafted my -- actually, I</p> <p>12 think Jones Day did at</p> <p>13 Smile Train.</p> <p>14 MR. LILIEN: Who -- who else</p> <p>15 may have spoken to Greg Lam about</p> <p>16 your employment agreement?</p> <p>17 THE WITNESS: I don't have</p> <p>18 any idea. Probably no one. Maybe</p> <p>19 JJ Coneys did. I don't know.</p> <p>20 BY MR. CURCHACK:</p> <p>21 Q Can you turn to attachment B</p> <p>22 to both of these documents. It is the</p> <p>23 earlier draft, which is dated -- I'm</p> <p>24 sorry, numbered page 010760 as opposed</p> <p>25 to the 2016 document, which is page</p>

<p style="text-align: right;">Page 509</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 01248.</p> <p>3 Do you have those both in</p> <p>4 front of you?</p> <p>5 A Yes.</p> <p>6 Q Now, the latter document,</p> <p>7 1248, in paragraph 5 refers to payment</p> <p>8 of premiums on approved life insurance</p> <p>9 policies?</p> <p>10 A Right.</p> <p>11 Q Are those the life insurance</p> <p>12 policies we were talking about</p> <p>13 earlier?</p> <p>14 A One of them is, the one that</p> <p>15 benefits me. The ones for [REDACTED]</p> <p>16 were not part of this, but yes.</p> <p>17 Q Prior to the date of this</p> <p>18 employment agreement, are you aware of</p> <p>19 any written document pursuant to which</p> <p>20 the board of directors or WonderWork</p> <p>21 itself approved life insurance</p> <p>22 policies for you?</p> <p>23 A I don't remember.</p> <p>24 Q Okay.</p> <p>25 Paragraph 6 I see says</p>	<p style="text-align: right;">Page 511</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 attachment B to --</p> <p>3 THE WITNESS: I told him the</p> <p>4 two things I wanted. I wanted</p> <p>5 what I had at Smile Train. I had</p> <p>6 a spousal travel allowance at</p> <p>7 Smile Train, and I had an</p> <p>8 insurance policy, because I go to</p> <p>9 Afghanistan and Somalia and stuff</p> <p>10 like that.</p> <p>11 So it was a phone call. I</p> <p>12 didn't send him an e-mail. I said</p> <p>13 these are my one -- two requests.</p> <p>14 I said make everything else</p> <p>15 standard.</p> <p>16 MR. LILIEN: Who do you</p> <p>17 think Mr. Lam thought his client</p> <p>18 was when you were having those</p> <p>19 conversations or e-mails?</p> <p>20 THE WITNESS: It wasn't me.</p> <p>21 I don't think he thought it was</p> <p>22 me. I thought it was a very non-</p> <p>23 controversial thing, because it</p> <p>24 was a boilerplate agreement</p> <p>25 without any perks or special</p>
<p style="text-align: right;">Page 510</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 spousal travel allowance. Mullaney is</p> <p>3 allowed to bring his wife to major</p> <p>4 donor events, visits and on program</p> <p>5 trips overseas.</p> <p>6 A Yes.</p> <p>7 Q Did you ever take advantage</p> <p>8 of that?</p> <p>9 A Yes, I took her once to</p> <p>10 California to meet with [REDACTED]</p> <p>11 and his wife and talk them into going</p> <p>12 on a trip to India. I paid for her,</p> <p>13 her airfare. And then I took her and</p> <p>14 my daughter at one program trip in</p> <p>15 December of 2016, the Bangladesh, and</p> <p>16 I paid for all of their expenses and</p> <p>17 mine.</p> <p>18 MR. LILIEN: How did you pay</p> <p>19 for those expenses?</p> <p>20 THE WITNESS: By deducting</p> <p>21 it from my pay. The cost was</p> <p>22 somewhere around five or \$10,000,</p> <p>23 and I deducted 25,000.</p> <p>24 MR. LILIEN: How would Greg</p> <p>25 Lam know to add number 6 to</p>	<p style="text-align: right;">Page 512</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 things.</p> <p>3 MR. LILIEN: Do you find the</p> <p>4 payment of premium -- life</p> <p>5 insurance premiums and spousal</p> <p>6 travel allowance as being a perk?</p> <p>7 THE WITNESS: Not really.</p> <p>8 My wife to go to Bangladesh is not</p> <p>9 a perk. No. It's part of my job.</p> <p>10 Her flying to L.A. for one day to</p> <p>11 have dinner with a client is</p> <p>12 helping me more than her. And she</p> <p>13 spends four days every year with</p> <p>14 our biggest donor billionaire who</p> <p>15 loves her, so, no, it's not a</p> <p>16 perk.</p> <p>17 MR. LILIEN: Do you think --</p> <p>18 are you aware if Mr. Lam confirmed</p> <p>19 any of these items with the board?</p> <p>20 THE WITNESS: You would have</p> <p>21 to ask JJ Coneys. I sent this to</p> <p>22 the board. If any of the board</p> <p>23 had any objection to any of it --</p> <p>24 they didn't have any objection to</p> <p>25 it.</p>

<p style="text-align: right;">Page 513</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: Did you ever</p> <p>3 ask Mr. Lam to deal directly with</p> <p>4 the board or check items with the</p> <p>5 board?</p> <p>6 THE WITNESS: No, the chair</p> <p>7 of the audit committee, JJ Coneys</p> <p>8 took this over said I will handle</p> <p>9 your contract. Let's discuss the</p> <p>10 draft that we have in front of us,</p> <p>11 and we went through it point by</p> <p>12 point and he said I think it's</p> <p>13 reasonable. And I said great.</p> <p>14 It's been years. I have</p> <p>15 been waiting, and we signed it.</p> <p>16 And he said, well, will you please</p> <p>17 approve an invoice from Ted's</p> <p>18 friend, the law firm that he</p> <p>19 hired. I said, sure, and, you</p> <p>20 know, that was the end of it. It</p> <p>21 took less than five minutes.</p> <p>22 BY MR. CURCHACK:</p> <p>23 Q You said JJ Coneys was then</p> <p>24 the chair of the board?</p> <p>25 A Chair of the audit</p>	<p style="text-align: right;">Page 515</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 than her expenses were.</p> <p>3 Q If you look at paragraph 6</p> <p>4 in the earlier draft --</p> <p>5 A Yes.</p> <p>6 Q -- you will see there is a</p> <p>7 paragraph -- that paragraph is called</p> <p>8 termination, correct?</p> <p>9 A (Reviewing.)</p> <p>10 Yes.</p> <p>11 Q Actually, withdrawn. I</p> <p>12 don't have any questions about that.</p> <p>13 Do you know how the board</p> <p>14 arrived at the conclusion to approve</p> <p>15 your annual salary of \$475,000?</p> <p>16 A Yes.</p> <p>17 Q Could you tell us how that</p> <p>18 is?</p> <p>19 A Sure. I told him I wanted</p> <p>20 to make what I was making at</p> <p>21 Smile Train, and we all agreed that we</p> <p>22 would have to get an independent</p> <p>23 consultant to review my pay and other</p> <p>24 people at Smile Train to approve that</p> <p>25 and Ted Dysart did handle that and did</p>
<p style="text-align: right;">Page 514</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 committee.</p> <p>3 Q Audit committee. Okay.</p> <p>4 Could you go back to the</p> <p>5 earlier version, the 2013 draft?</p> <p>6 A Sure.</p> <p>7 (Reviewing.)</p> <p>8 Q Look at page 6, production</p> <p>9 number 10753.</p> <p>10 A (Reviewing.)</p> <p>11 Q This is a paragraph called</p> <p>12 expense account.</p> <p>13 Do you see that?</p> <p>14 A Yeah.</p> <p>15 Q Now, if you look at the 2016</p> <p>16 signed copy, this paragraph is</p> <p>17 missing.</p> <p>18 Do you have any recollection</p> <p>19 as to why this paragraph is not</p> <p>20 included in the final draft?</p> <p>21 A No.</p> <p>22 Q Okay.</p> <p>23 A I don't remember that. And</p> <p>24 as I said, I never -- I took her on</p> <p>25 two trips, and I paid for much more</p>	<p style="text-align: right;">Page 516</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 a good job of that.</p> <p>3 He hired -- I -- I forget</p> <p>4 who he hired, but they reviewed me and</p> <p>5 told the board they thought it was a</p> <p>6 reasonable -- fair and reasonable</p> <p>7 compensation for what I was doing.</p> <p>8 Q Okay. Was that Pearl Meyer</p> <p>9 &amp; Partners?</p> <p>10 A Yes.</p> <p>11 MR. CURCHACK: I would like</p> <p>12 to mark as the next exhibit, a</p> <p>13 document entitled "CEO</p> <p>14 Compensation Analysis and</p> <p>15 Recommendations." It bears</p> <p>16 production numbers 010764 through</p> <p>17 010785.</p> <p>18 THE REPORTER: Exhibit 43.</p> <p>19 MR. CURCHACK: Exhibit 43.</p> <p>20 (Exhibit 43 is Marked.)</p> <p>21 BY MR. CURCHACK:</p> <p>22 Q Is this the report you were</p> <p>23 referring to?</p> <p>24 A (Reviewing.)</p> <p>25 Yes, I believe so.</p>

<p style="text-align: right;">Page 517</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. CURCHACK: I would like</p> <p>3 to now mark as Exhibit 44, an</p> <p>4 e-mail thread, which is identified</p> <p>5 with production 0227453.</p> <p>6 (Exhibit 44 is Marked.)</p> <p>7 BY MR. CURCHACK:</p> <p>8 Q The top e-mail is from you</p> <p>9 to Jim Hudner, H-U-D-N-E-R, dated</p> <p>10 May 30, 2013.</p> <p>11 A (Reviewing.)</p> <p>12 Q Do you recall these e-mails?</p> <p>13 A Yes.</p> <p>14 Q Okay.</p> <p>15 Who is Jim Hudner?</p> <p>16 A He was the consultant that</p> <p>17 was reviewing our pay practices.</p> <p>18 Q Did you, in fact, speak with</p> <p>19 Mr. Hudner prior to Pearl Meyer</p> <p>20 delivering their report?</p> <p>21 A I don't know if I spoke</p> <p>22 or -- I guess -- thanks for the call.</p> <p>23 Yes, I did.</p> <p>24 Q This is an e-mail you sent</p> <p>25 to him prior to that report?</p> <p style="text-align: right;">Page 518</p>	<p style="text-align: right;">Page 519</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q And did you suggest that</p> <p>3 they were -- that any of them were</p> <p>4 inappropriate peers?</p> <p>5 A I don't remember. Do you</p> <p>6 have the list of them?</p> <p>7 Q I have the report that you</p> <p>8 have.</p> <p>9 A Oh. (Reviewing.)</p> <p>10 Yeah, my feedback was I</p> <p>11 thought he was picking very</p> <p>12 established and traditional groups.</p> <p>13 We were starting a charity from</p> <p>14 nothing. There's a big difference</p> <p>15 from running a charity that has</p> <p>16 existing revenues of X million to</p> <p>17 starting a charity in raising revenue</p> <p>18 from nothing and acquiring donors from</p> <p>19 nothing. It's a completely different</p> <p>20 job.</p> <p>21 So that was the general</p> <p>22 nature of my input to him.</p> <p>23 MR. LILIEN: So, Brian, just</p> <p>24 taking that to the next level,</p> <p>25 just to understand what you just</p> <p style="text-align: right;">Page 520</p>
<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yeah.</p> <p>3 Q Now, if you go to the fourth</p> <p>4 page of that exhibit, at the very</p> <p>5 bottom, there's an e-mail to you from</p> <p>6 Ted Dysart with a copy to Jim Hudner.</p> <p>7 Do you see that?</p> <p>8 A Yes.</p> <p>9 Q And it says "Brian, meet</p> <p>10 Jim. Jim, meet Brian."</p> <p>11 A Yes.</p> <p>12 Q Then it says, "We are trying</p> <p>13 to set up the peer groups for our</p> <p>14 compensation studies."</p> <p>15 Do you see that?</p> <p>16 A Right.</p> <p>17 Q Did you discuss with Mr.</p> <p>18 Hudner who should be included in the</p> <p>19 peer groups for this compensation</p> <p>20 study?</p> <p>21 A I gave him feedback on the</p> <p>22 candidates that he had.</p> <p>23 Q Did he tell you who he was</p> <p>24 considering?</p> <p>25 A Yes.</p>	<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 said, a charity with no revenues,</p> <p>3 would an executive of that</p> <p>4 organization make more or less</p> <p>5 than an executive of the charity</p> <p>6 that has revenues?</p> <p>7 THE WITNESS: If it has no</p> <p>8 revenues, it's not paying anybody</p> <p>9 anything. What I meant was</p> <p>10 incremental growth.</p> <p>11 MR. LILIEN: Right. A</p> <p>12 charity with little revenues --</p> <p>13 THE WITNESS: Right.</p> <p>14 MR. LILIEN: -- small amount</p> <p>15 of revenues --</p> <p>16 THE WITNESS: Right.</p> <p>17 MR. LILIEN: I am trying to</p> <p>18 understand where you are going</p> <p>19 when you say -- would you pay that</p> <p>20 executive more or less than a</p> <p>21 charity that had already</p> <p>22 established -- had an established</p> <p>23 revenue base?</p> <p>24 THE WITNESS: It's so</p> <p>25 complicated, as you know. It</p>

57 (Pages 517 to 520)

<p style="text-align: right;">Page 521</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 depends, if you're running North</p> <p>3 Shore Hospital or Lincoln Center.</p> <p>4 What I was saying is we were</p> <p>5 growing very fast and we have and</p> <p>6 we did, so it was a -- just like</p> <p>7 Smile Train -- we tried to be --</p> <p>8 grow as fast as Smile Train, so</p> <p>9 that is a different job than</p> <p>10 paying someone to just run and</p> <p>11 establish --</p> <p>12 MR. LILIEN: There was a</p> <p>13 point, I think, you were trying to</p> <p>14 make and raising it before. When</p> <p>15 you have a startup organization,</p> <p>16 how should a startup organization</p> <p>17 with little revenues impact</p> <p>18 compensation determination?</p> <p>19 THE WITNESS: I think the</p> <p>20 judgment comes from not -- not</p> <p>21 the -- what the charity is, but</p> <p>22 the person that you are hiring to</p> <p>23 run that charity.</p> <p>24 It depends on their</p> <p>25 background and what they were</p>	<p style="text-align: right;">Page 523</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 plans and stuff.</p> <p>3 There's not many charities</p> <p>4 around that are going to grow by a</p> <p>5 hundred percent a year, 50 percent</p> <p>6 a year, 30 percent a year. Those</p> <p>7 are crazy growth rates. We grew</p> <p>8 from zero very rapidly to where we</p> <p>9 were now.</p> <p>10 That's what we've done and</p> <p>11 that's kind of what I promised him</p> <p>12 I would do and I didn't want to</p> <p>13 take a pay cut. Last pay raise</p> <p>14 I've gotten was eight years</p> <p>15 earlier than that and I had to</p> <p>16 work twice as hard at WonderWork</p> <p>17 as I did at Smile Train and miss a</p> <p>18 lot of stuff because I am here in</p> <p>19 a hotel room alone one or two</p> <p>20 nights a week and taking more than</p> <p>21 52 business trips a year.</p> <p>22 It's been a grueling, brutal</p> <p>23 year. So -- so I felt strongly</p> <p>24 about my pay and even that being</p> <p>25 said, I gave a tremendous amount</p>
<p style="text-align: right;">Page 522</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 going to do, how many hats they</p> <p>3 were going to wear, and how</p> <p>4 ambitious the goals were.</p> <p>5 MR. LILIEN: Are you</p> <p>6 suggesting it doesn't have an</p> <p>7 impact?</p> <p>8 You mentioned before that</p> <p>9 you thought the Pearl Meyer</p> <p>10 consultant had correctly selected</p> <p>11 establishment charities with</p> <p>12 revenue bases -- with existing</p> <p>13 revenue bases.</p> <p>14 I am trying to understand</p> <p>15 where you are going with that.</p> <p>16 Do you believe -- do you</p> <p>17 believe that was incorrect</p> <p>18 because --</p> <p>19 THE WITNESS: I was just</p> <p>20 giving him feedback that -- you</p> <p>21 know, at Smile Train and</p> <p>22 WonderWork, we ran it more like a</p> <p>23 business and it was a fast-growing</p> <p>24 business and we were -- have very</p> <p>25 ambiguous goals, as you saw in our</p>	<p style="text-align: right;">Page 524</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 back. I felt it could be</p> <p>3 justified by the results I</p> <p>4 delivered.</p> <p>5 MR. LILIEN: Did you feel</p> <p>6 that the Pearl Meyer consultants</p> <p>7 by including established</p> <p>8 charities, the compensation that</p> <p>9 were inappropriate for your</p> <p>10 position at WonderWork?</p> <p>11 THE WITNESS: I don't</p> <p>12 remember that. I think he did a</p> <p>13 good job in the end. I was giving</p> <p>14 him input, as I was invited to do.</p> <p>15 MR. CURCHACK: Can we please</p> <p>16 mark one more exhibit here, and</p> <p>17 this is an e-mail from Brian</p> <p>18 Mullaney to Ted Dysart dated</p> <p>19 June 10, 2013. It bears</p> <p>20 production number 0211672.</p> <p>21 (Exhibit 45 is Marked.)</p> <p>22 BY MR. CURCHACK:</p> <p>23 Q Do you recall sending this</p> <p>24 e-mail?</p> <p>25 A Let me look at it.</p>

<p style="text-align: right;">Page 525</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 (Reviewing.) Yes, I do</p> <p>3 agree now.</p> <p>4 Q Had you received the Pearl</p> <p>5 Meyer report prior to the June 2013</p> <p>6 board meeting?</p> <p>7 A I don't remember. I am sure</p> <p>8 I did. I don't remember.</p> <p>9 Q The first sentence says, "I</p> <p>10 assume this is a draft, and I am</p> <p>11 allowed to give you feedback."</p> <p>12 What is that referring to?</p> <p>13 A (Reviewing.)</p> <p>14 Attached is the work product</p> <p>15 from Pearl Meyer, yes.</p> <p>16 Q I know you asked -- do you</p> <p>17 know whether any changes were made to</p> <p>18 the draft that you saw prior to the</p> <p>19 presentation to the board?</p> <p>20 A I don't remember.</p> <p>21 Q Okay.</p> <p>22 Turn to page 4 of the Pearl</p> <p>23 Meyer report. It says, "PM&amp;P</p> <p>24 understands Mr. Mullaney would like to</p> <p>25 be considered for an annual incentive</p>	<p style="text-align: right;">Page 527</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yes, and Ted Dysart knew</p> <p>3 that because he was on the board of</p> <p>4 governors for Smile Train for a long</p> <p>5 time.</p> <p>6 Q The board of governors of</p> <p>7 Smile Train was not like a board of</p> <p>8 directors?</p> <p>9 A No. So -- okay. Well, I</p> <p>10 told him what my pay was, and Ravi</p> <p>11 Kant knew it.</p> <p>12 Q Was Ravi Kant on the board</p> <p>13 of Smile Train?</p> <p>14 A He was on the board of</p> <p>15 governors too.</p> <p>16 Q Okay.</p> <p>17 So the slide -- your e-mail</p> <p>18 says, "Please don't submit Slide 4 as</p> <p>19 it is inaccurate and misleading."</p> <p>20 Is page 4 of the report that</p> <p>21 we have in front of us, is that the</p> <p>22 Slide 4 that you are referring to?</p> <p>23 A Let me just review it, so I</p> <p>24 can see why I said that.</p> <p>25 Q Sure.</p>
<p style="text-align: right;">Page 526</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 structure as follows."</p> <p>3 Do you see that?</p> <p>4 A No.</p> <p>5 Q Your e-mail says, "I never</p> <p>6 formally requested this bonus amount."</p> <p>7 Could you explain to us what</p> <p>8 that is referring to?</p> <p>9 A (Reviewing.)</p> <p>10 I told my board that I would</p> <p>11 like to be paid as all my employees</p> <p>12 were making at Smile Train. We were</p> <p>13 called perhaps the most productive</p> <p>14 charity by The New York Times. So I</p> <p>15 told my board I wanted the same</p> <p>16 package. They may have taken it from</p> <p>17 that.</p> <p>18 Q Your package at Smile Train</p> <p>19 was a salary of \$475,000?</p> <p>20 A Yes, or maybe 450, 475.</p> <p>21 Yes, base salary.</p> <p>22 Q And was there a bonus?</p> <p>23 A And eligible for the</p> <p>24 \$250,000 bonus.</p> <p>25 Q Eligible for \$250,000 bonus?</p>	<p style="text-align: right;">Page 528</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A (Reviewing.) Okay.</p> <p>3 So what is the question</p> <p>4 again, sorry?</p> <p>5 Q Is this the Slide 4 that you</p> <p>6 considered to be inaccurate and</p> <p>7 misleading?</p> <p>8 A I assume so.</p> <p>9 Q Do you recall whether the</p> <p>10 final presentation to the board was</p> <p>11 any different than the one that you</p> <p>12 saw prior to the board meeting?</p> <p>13 A I don't remember. I think I</p> <p>14 would say it was misleading because I</p> <p>15 never did this latter. I don't</p> <p>16 believe I did 150, 175. I don't</p> <p>17 remember this.</p> <p>18 Q If you turn to the group of</p> <p>19 board minutes and go to page 1265 and</p> <p>20 these, I believe, are the board</p> <p>21 minutes from the June 13, 2014,</p> <p>22 WonderWork board meetings; is that</p> <p>23 correct?</p> <p>24 A (Reviewing.)</p> <p>25 1264?</p>



<p style="text-align: right;">Page 529</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q 1264, yeah, is where it</p> <p>3 begins.</p> <p>4 A Yes.</p> <p>5 Q Looking at page 1265.</p> <p>6 A 1265. I am there.</p> <p>7 Q See where it says</p> <p>8 compensation down at the bottom of the</p> <p>9 page?</p> <p>10 A Yes.</p> <p>11 Q You prepared these board</p> <p>12 minutes; is that correct?</p> <p>13 A Yes.</p> <p>14 Q Last paragraph says, "Lupo</p> <p>15 and Hudner presented their research</p> <p>16 conclusions and recommendations."</p> <p>17 Is that referring to the</p> <p>18 Pearl Meyer presentation?</p> <p>19 A Yes, I believe so.</p> <p>20 Q And it says, "They stressed</p> <p>21 the difficulty of finding 'peer'</p> <p>22 charities that are growing at the same</p> <p>23 speed of WonderWork."</p> <p>24 Is that what they said at</p> <p>25 the board meeting?</p>	<p style="text-align: right;">Page 531</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A I thought they did.</p> <p>3 Q Have you ever seen --</p> <p>4 A No.</p> <p>5 Q -- any evidence of it?</p> <p>6 A I e-mailed JJ Coneys as part</p> <p>7 of the auditors to try to find some,</p> <p>8 and he didn't have any.</p> <p>9 MR. LILIEN: When you say</p> <p>10 "part of the auditors," you mean</p> <p>11 the present auditors?</p> <p>12 THE WITNESS: Yes, BDO.</p> <p>13 MR. LILIEN: BDO.</p> <p>14 MR. TRIVIGNO: I also think</p> <p>15 you guys request -- I think it may</p> <p>16 have been because --</p> <p>17 THE WITNESS: Or maybe it's</p> <p>18 you.</p> <p>19 MR. TRIVIGNO: Yes.</p> <p>20 MR. LILIEN: Can you, Brian,</p> <p>21 turn to -- two questions, Brian.</p> <p>22 Going back to that same page</p> <p>23 of the minutes --</p> <p>24 THE WITNESS: Yes.</p> <p>25 MR. LILIEN: -- where it</p>
<p style="text-align: right;">Page 530</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A I believe so.</p> <p>3 Q And then it says, "The board</p> <p>4 went into execute session, and</p> <p>5 Mullaney exited the room."</p> <p>6 Is that your recollection of</p> <p>7 what happened?</p> <p>8 A Yes.</p> <p>9 Q And to your knowledge, did</p> <p>10 the board then determine to award you</p> <p>11 a bonus for the year?</p> <p>12 A (Reviewing.)</p> <p>13 I believe so. I think they</p> <p>14 approved the salary and awarded me a</p> <p>15 bonus, yes.</p> <p>16 Q Do you recall what the bonus</p> <p>17 they awarded you was?</p> <p>18 A Probably the maximum.</p> <p>19 Q Okay.</p> <p>20 When the board goes into</p> <p>21 executive session, are you present at</p> <p>22 those meetings?</p> <p>23 A Never, no.</p> <p>24 Q Does anyone take notes at</p> <p>25 those meetings?</p>	<p style="text-align: right;">Page 532</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 says, "Lupo and Hudner presented</p> <p>3 their research conclusions and</p> <p>4 recommendations," and then the</p> <p>5 next sentence, "They stressed the</p> <p>6 difficulty of finding 'peer'</p> <p>7 charities that are growing at the</p> <p>8 same speed of WonderWork."</p> <p>9 THE WITNESS: Yeah.</p> <p>10 MR. LILIEN: Before you</p> <p>11 provided your input that they</p> <p>12 should be focusing on high-growth</p> <p>13 charities, do you know whether</p> <p>14 Lupo and Hudner had been focusing</p> <p>15 on high-growth charities?</p> <p>16 THE WITNESS: I don't know.</p> <p>17 MR. LILIEN: If we turn now</p> <p>18 to the Pearl Meyer study, and it's</p> <p>19 just a question that I am hoping</p> <p>20 you will answer.</p> <p>21 On page 8 of the study --</p> <p>22 THE WITNESS: Yes, sir.</p> <p>23 MR. LILIEN: -- this is</p> <p>24 where your compensation is being</p> <p>25 compared with the peer group.</p>

<p style="text-align: right;">Page 533</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 This is the results of that study.</p> <p>3 If you look at the second</p> <p>4 column, it says WonderWork CEO.</p> <p>5 THE WITNESS: (Reviewing.)</p> <p>6 MR. LILIEN: There's a</p> <p>7 number 475, which presumably means</p> <p>8 475,000.</p> <p>9 THE WITNESS: Yeah.</p> <p>10 MR. LILIEN: Next -- to the</p> <p>11 left of that it says base salary.</p> <p>12 The next line down says \$475,000.</p> <p>13 And the explanation for that is</p> <p>14 that represents total cash, base</p> <p>15 plus bonus payments.</p> <p>16 THE WITNESS: Right.</p> <p>17 MR. LILIEN: Can you explain</p> <p>18 to us the \$475,000 number, how</p> <p>19 that would represent both base and</p> <p>20 bonus?</p> <p>21 THE WITNESS: (Reviewing.)</p> <p>22 You mean why that number</p> <p>23 says 475, not 475 plus 250 as</p> <p>24 discussed?</p> <p>25 MR. LILIEN: Right.</p>	<p style="text-align: right;">Page 535</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: If we were to</p> <p>3 include some or all of that bonus,</p> <p>4 the percentiles would be really</p> <p>5 higher.</p> <p>6 THE WITNESS: Right.</p> <p>7 (Reviewing.)</p> <p>8 MR. LILIEN: Again, to the</p> <p>9 best of your recollection, do you</p> <p>10 recall any discussion around this?</p> <p>11 This may very well be a</p> <p>12 mistake, but it doesn't appear to</p> <p>13 be one to us.</p> <p>14 THE WITNESS: I recall Pearl</p> <p>15 approving a base salary of 475</p> <p>16 plus the bonus of 250,</p> <p>17 recommending that, the board</p> <p>18 approving that, and then regularly</p> <p>19 approving it at their meetings.</p> <p>20 MR. LILIEN: Are you aware</p> <p>21 of any study that would evaluate</p> <p>22 the reasonableness or the</p> <p>23 market -- benchmarking of your</p> <p>24 salary of 475,000, base salary of</p> <p>25 475,000 plus a bonus of up to</p>
<p style="text-align: right;">Page 534</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: I can't</p> <p>3 explain that, no.</p> <p>4 MR. LILIEN: Just for the</p> <p>5 record --</p> <p>6 THE WITNESS: I think that</p> <p>7 is a mistake. You can --</p> <p>8 MR. LILIEN: It's a mistake</p> <p>9 only if all the other information</p> <p>10 is a mistake. Next to the</p> <p>11 475,000, there are percentiles and</p> <p>12 this peer group would be</p> <p>13 compensation -- total</p> <p>14 compensation, base and bonus.</p> <p>15 There's a range,</p> <p>16 25th percentile for base and</p> <p>17 bonus, 241,000. The median would</p> <p>18 be 285,000. And 70th percentile</p> <p>19 would be 316,000.</p> <p>20 THE WITNESS: Right.</p> <p>21 MR. LILIEN: The combined --</p> <p>22 the total cash base and bonus</p> <p>23 payments of \$475,000 would be in</p> <p>24 the 90th percentile.</p> <p>25 THE WITNESS: Hm-hm.</p>	<p style="text-align: right;">Page 536</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 \$250,000?</p> <p>3 THE WITNESS: Well, I would</p> <p>4 say this to that: You will not</p> <p>5 find another charity in America</p> <p>6 that has seven employees and</p> <p>7 raised \$60 million in six years.</p> <p>8 MR. LILIEN: That's not my</p> <p>9 question. I'm asking if there is</p> <p>10 study -- was a compensation study</p> <p>11 done that evaluates the</p> <p>12 reasonableness of your total</p> <p>13 compensation, including bonus?</p> <p>14 THE WITNESS: That's what</p> <p>15 this was supposed to do. Look at</p> <p>16 page 4. It says bonus, \$250,000,</p> <p>17 on page 4. So I think it is a</p> <p>18 typo or something.</p> <p>19 It should say that there.</p> <p>20 They have it here, and I think on</p> <p>21 page -- whatever they say -- we</p> <p>22 have considered this and approved</p> <p>23 it.</p> <p>24 MR. LILIEN: But you</p> <p>25 understand the point we are</p>

<p style="text-align: right;">Page 537</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 looking for. If that exists,</p> <p>3 maybe your counsel can provide to</p> <p>4 us a separate study.</p> <p>5 THE WITNESS: I am not</p> <p>6 understanding this.</p> <p>7 MR. TRIVIGNO: I think the</p> <p>8 question is, is there a separate</p> <p>9 study?</p> <p>10 MR. LILIEN: Yes.</p> <p>11 MR. TRIVIGNO: I think the</p> <p>12 answer is no.</p> <p>13 THE WITNESS: No.</p> <p>14 MR. TRIVIGNO: There's no</p> <p>15 separate study.</p> <p>16 MR. LILIEN: The point here,</p> <p>17 Brian, is that this compensation</p> <p>18 study evaluates the reasonableness</p> <p>19 of a total compensation of</p> <p>20 \$475,000.</p> <p>21 If you -- if you had a base</p> <p>22 salary of \$475,000 and awarded or</p> <p>23 eligible to be awarded a bonus of</p> <p>24 \$250,000 --</p> <p>25 THE WITNESS: It should say</p>	<p style="text-align: right;">Page 539</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 not --</p> <p>3 MR. TRIVIGNO: I understand.</p> <p>4 MR. LILIEN: -- \$725,000 was</p> <p>5 evaluated for reasonableness in</p> <p>6 compensation. That's what we are</p> <p>7 looking for.</p> <p>8 THE WITNESS: When you</p> <p>9 interview JJ Coneys and Ravi,</p> <p>10 please ask them that, because they</p> <p>11 were in the room and so was I and</p> <p>12 that was what these headhunters</p> <p>13 said, even though it doesn't say</p> <p>14 it on that page.</p> <p>15 BY MR. CURCHACK:</p> <p>16 Q How many surgeries do you</p> <p>17 believe WonderWork provided through --</p> <p>18 let's say through the end of calendar</p> <p>19 year 2016?</p> <p>20 A Help provide -- we are</p> <p>21 somewhere between 250,000 and 300, I</p> <p>22 believe.</p> <p>23 MR. CURCHACK: Could we</p> <p>24 please mark a letter dated</p> <p>25 October 19, 2016.</p>
<p style="text-align: right;">Page 538</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 it in here.</p> <p>3 MR. LILIEN: -- the study</p> <p>4 for determining reasonableness</p> <p>5 should measure the total</p> <p>6 compensation, not just the base</p> <p>7 salary, which \$475,000 appears to</p> <p>8 be.</p> <p>9 THE WITNESS: I agree with</p> <p>10 you. I don't understand that.</p> <p>11 MR. TRIVIGNO: Just for the</p> <p>12 record, I do note on the same</p> <p>13 page, the same numbers appear in</p> <p>14 the median and the 76th percentile</p> <p>15 column.</p> <p>16 So in other words, the base</p> <p>17 salary is 285 and the total cash</p> <p>18 base, plus bonus is still 285.</p> <p>19 MR. LILIEN: If you don't</p> <p>20 have facts here --</p> <p>21 MR. TRIVIGNO: I am pointing</p> <p>22 out that the same issue occurs in</p> <p>23 other columns. That is a fact.</p> <p>24 MR. LILIEN: The information</p> <p>25 we are seeking is whether or</p>	<p style="text-align: right;">Page 540</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 I believe this is a form of</p> <p>3 a solicitation letter. It bears</p> <p>4 production numbers 06106.</p> <p>5 (Exhibit 46 is Marked.)</p> <p>6 BY MR. CURCHACK:</p> <p>7 Q This is a WonderWork</p> <p>8 mailing, but if you look at the middle</p> <p>9 of the page, there's a paragraph that</p> <p>10 says, "Without your support, 167,115</p> <p>11 other blind children and adults we</p> <p>12 helped so far would still be blind."</p> <p>13 Do you see that?</p> <p>14 A Yes.</p> <p>15 Q I believe it is a fair</p> <p>16 statement to say that 90 percent of</p> <p>17 the surgeries that WonderWork helps to</p> <p>18 provide are blindness surgeries.</p> <p>19 Would that be a fair</p> <p>20 statement?</p> <p>21 A Yes, even more.</p> <p>22 Q Even a higher percentage</p> <p>23 than 90 percent.</p> <p>24 Okay.</p> <p>25 A (Nodding Head.)</p>

<p style="text-align: right;">Page 541</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q So if -- as of October 2016,</p> <p>3 167,000 blindness surgeries had been</p> <p>4 conducted, it doesn't seem possible to</p> <p>5 me that 250,000 total surgeries could</p> <p>6 have been conducted by the end of</p> <p>7 2016?</p> <p>8 A I thought you said today.</p> <p>9 Q Mr. I said through the end</p> <p>10 of --</p> <p>11 A Oh, through the end.</p> <p>12 Q -- of 2016.</p> <p>13 A I'm sorry, I was talking</p> <p>14 today. We are coming up on 300,000.</p> <p>15 Q Okay.</p> <p>16 How many grants --</p> <p>17 A We are probably around</p> <p>18 200,000 then.</p> <p>19 Q So 30,000 approximate</p> <p>20 surgeries would have been provided</p> <p>21 between October and December of 2016?</p> <p>22 A Well, I will give you a</p> <p>23 figure I do know. Between July 1st of</p> <p>24 2016, a couple of months before this,</p> <p>25 and June of this year, we provided</p>	<p style="text-align: right;">Page 543</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 agreement issue?</p> <p>3 A Yeah.</p> <p>4 Q Okay.</p> <p>5 A As I said, I presided over</p> <p>6 board meetings since 2001 and he's the</p> <p>7 first and only board member to have</p> <p>8 ever done that with me, including</p> <p>9 board of governors, including board of</p> <p>10 advisors, so it was unfortunate.</p> <p>11 MR. LILIEN: When you say</p> <p>12 you presided over him. What do</p> <p>13 you mean?</p> <p>14 THE WITNESS: Well, I was</p> <p>15 the president of Smile Train for</p> <p>16 11 years -- 10 years, 11 years,</p> <p>17 2001 to 2011 or 2010 October, and</p> <p>18 I never had an issue with a board</p> <p>19 member.</p> <p>20 And at WonderWork, I never</p> <p>21 had an issue.</p> <p>22 MR. LILIEN: As president of</p> <p>23 Smile Train and president of</p> <p>24 WonderWork --</p> <p>25 THE WITNESS: Yeah.</p>
<p style="text-align: right;">Page 542</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 92,000 -- helped provide 92,000</p> <p>3 surgeries.</p> <p>4 Q So during fiscal year 2017,</p> <p>5 you provided 92,000 surgeries?</p> <p>6 A And it would have been</p> <p>7 130,000, but the courts stopped us.</p> <p>8 MR. CURCHACK: Okay.</p> <p>9 I would like to mark as the</p> <p>10 next exhibit, Exhibit 47, an</p> <p>11 e-mail chain dated -- I'm sorry,</p> <p>12 the production number is 0251267,</p> <p>13 two pages. The top e-mail is from</p> <p>14 Mr. Mullaney to Mr. Ravi Kant</p> <p>15 dated November 30, 2015.</p> <p>16 (Exhibit 47 is Marked.)</p> <p>17 BY MR. CURCHACK:</p> <p>18 Q Do you recall sending this</p> <p>19 e-mail?</p> <p>20 A Yep.</p> <p>21 Q Can you describe the</p> <p>22 circumstances that led to this e-mail?</p> <p>23 A It was when I had the tiff</p> <p>24 with Ted Dysart, and he quit.</p> <p>25 Q Over the employment</p>	<p style="text-align: right;">Page 544</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: -- you were --</p> <p>3 your responsibilities included</p> <p>4 presiding over board meetings?</p> <p>5 THE WITNESS: Yeah, I ran</p> <p>6 both board meetings at both</p> <p>7 places, although I was not</p> <p>8 chairman of the board.</p> <p>9 MR. LILIEN: Tell me in your</p> <p>10 mind what is the distinction</p> <p>11 between chair and president.</p> <p>12 THE WITNESS: Well, the</p> <p>13 chair should be running the board</p> <p>14 meetings.</p> <p>15 MR. LILIEN: But in the</p> <p>16 absence of the chairman --</p> <p>17 THE WITNESS: Yeah.</p> <p>18 MR. LILIEN: -- would not a</p> <p>19 president who is in charge of</p> <p>20 board meeting be the equivalent of</p> <p>21 a chair?</p> <p>22 THE WITNESS: I don't know.</p> <p>23 I don't know. I never acted like</p> <p>24 the chair.</p> <p>25 BY MR. CURCHACK:</p>

<p style="text-align: right;">Page 545</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q Well, who --</p> <p>3 A I wanted chairman. I asked</p> <p>4 Steve Rappaport to be -- I asked JJ</p> <p>5 Coneys to be the chair, and I have</p> <p>6 been trying to get a chairman.</p> <p>7 MR. LILIEN: What in your</p> <p>8 mind is the difference between</p> <p>9 what you have done as president in</p> <p>10 terms of presiding of board</p> <p>11 meetings and what a chair would</p> <p>12 do?</p> <p>13 THE WITNESS: I would like a</p> <p>14 chairman that's independent of me</p> <p>15 and that leads the organization</p> <p>16 and is arm's length from me and --</p> <p>17 which JJ Coneys is the lead in the</p> <p>18 print and directory. He does</p> <p>19 fulfill that role, but I wish he</p> <p>20 was chairman.</p> <p>21 He moved to Florida so he</p> <p>22 said he couldn't become chairman.</p> <p>23 I believe and hope Steve Rappaport</p> <p>24 will be chairman as soon as we get</p> <p>25 out of bankruptcy.</p>	<p style="text-align: right;">Page 547</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 are not currently playing?</p> <p>3 THE WITNESS: Well,</p> <p>4 shouldn't have used the word</p> <p>5 "preside." I present. I lead the</p> <p>6 meeting. Because I have access to</p> <p>7 all the information and the board</p> <p>8 meeting is presenting everything,</p> <p>9 and we are not Pepsi or Gillette®,</p> <p>10 you know, so we have a tiny</p> <p>11 charity.</p> <p>12 So I present the stuff</p> <p>13 because I know all of it. I am on</p> <p>14 the front lines. But I would like</p> <p>15 and want to get a chairman that</p> <p>16 presides, that runs the board and</p> <p>17 acquires the board and could</p> <p>18 handle situations like with a</p> <p>19 Ted Dysart and stuff like that.</p> <p>20 MR. LILIEN: Since 2011,</p> <p>21 when you formed WonderWork, no</p> <p>22 board member presided over the</p> <p>23 meeting?</p> <p>24 I am trying to understand</p> <p>25 the distinction you are making</p>
<p style="text-align: right;">Page 546</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: I know Walter</p> <p>3 wants to ask a question about the</p> <p>4 e-mail. Give me one second. I</p> <p>5 don't want to lose this train of</p> <p>6 thought. I don't want to return</p> <p>7 to this later.</p> <p>8 A president who presides</p> <p>9 over board meetings, runs the</p> <p>10 board meetings.</p> <p>11 What I am trying to</p> <p>12 understand is what the role of a</p> <p>13 chair would play. A lead</p> <p>14 independent director is not a term</p> <p>15 used in a non-profit world, as far</p> <p>16 as I know.</p> <p>17 It's a public company notion</p> <p>18 and those familiar with audit</p> <p>19 committees are familiar with that</p> <p>20 concept. Is there -- unless --</p> <p>21 what I am trying to say is, is</p> <p>22 there a leadership gap within the</p> <p>23 organization?</p> <p>24 Is it a function you would</p> <p>25 expect someone to play that you</p>	<p style="text-align: right;">Page 548</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 here. Who has presided over the</p> <p>3 board meetings, if not you?</p> <p>4 THE WITNESS: It depends</p> <p>5 on -- okay.</p> <p>6 I don't know. We are really</p> <p>7 small. We are a tiny charity. We</p> <p>8 are seven employees and we were</p> <p>9 three board members for four</p> <p>10 years.</p> <p>11 It was like the small group</p> <p>12 trying to get this charity up and</p> <p>13 running and we are getting</p> <p>14 slaughtered with Charles Wang</p> <p>15 legal fees and attacks. It was</p> <p>16 like being in a war for the first</p> <p>17 four years. It was very, very</p> <p>18 difficult.</p> <p>19 We didn't have the luxury of</p> <p>20 saying that's my compensation</p> <p>21 committee and that's my finance</p> <p>22 committee and all that. It was</p> <p>23 extremely hard and we all wanted</p> <p>24 to help the charity and we did as</p> <p>25 best we could.</p>

<p style="text-align: right;">Page 549</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 BY MR. CURCHACK:</p> <p>3 Q In some of the board</p> <p>4 meeting, it refers to people being</p> <p>5 named as committee chairs.</p> <p>6 Who made those decisions?</p> <p>7 A The board did. When Ted</p> <p>8 left, I said I really got to get a</p> <p>9 board here and I came up with a slate</p> <p>10 of very high caliber, smart,</p> <p>11 experienced people. They came on</p> <p>12 board in 2015, around December, I</p> <p>13 believe, and the first thing we did</p> <p>14 was let's form some committees and</p> <p>15 let's give us some structure and I --</p> <p>16 I said to JJ, let's -- let's not pluck</p> <p>17 a chairman from them right away.</p> <p>18 But in three months or six</p> <p>19 months, let's name a chairman and</p> <p>20 become a regular functioning board.</p> <p>21 MR. LILIEN: When was that?</p> <p>22 THE WITNESS: When did I say</p> <p>23 that to him?</p> <p>24 MR. LILIEN: When -- yes.</p> <p>25 THE WITNESS: Right around</p>	<p style="text-align: right;">Page 551</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Chicago to help do this contract, and</p> <p>3 they could have said fine. He didn't</p> <p>4 say it was going to be \$40,000.</p> <p>5 Q Okay. Finish.</p> <p>6 A I am done. Sorry.</p> <p>7 MR. CURCHACK: Could we mark</p> <p>8 as the next Exhibit 48, an e-mail</p> <p>9 from you Mr. Mullaney to</p> <p>10 Ms. Greenwood -- Mrs. Greenwood,</p> <p>11 Fuchs and Lazarus.</p> <p>12 (Exhibit 48 is Marked.)</p> <p>13 BY MR. CURCHACK:</p> <p>14 Q And if you look second</p> <p>15 paragraph, it says, "I think he was</p> <p>16 also unhappy about" -- it lists 3</p> <p>17 other reasons.</p> <p>18 Do you see those?</p> <p>19 A Yeah.</p> <p>20 Q Does that refresh your</p> <p>21 recollection about why Mr. Dysart</p> <p>22 resigned?</p> <p>23 A Those are additional</p> <p>24 reasons, yeah.</p> <p>25 Q So it wasn't just over your</p>
<p style="text-align: right;">Page 550</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 when these people were coming on.</p> <p>3 It's very exciting and then we</p> <p>4 made the committees --</p> <p>5 BY MR. CURCHACK:</p> <p>6 Q Late 2015, I think you said?</p> <p>7 A Yes.</p> <p>8 Q Going to Exhibit 47. If you</p> <p>9 go to the second page, there's an</p> <p>10 e-mail from Mr. Kant to you.</p> <p>11 Do you see that at the</p> <p>12 bottom?</p> <p>13 A Yes.</p> <p>14 Q "First, I wish to tell you</p> <p>15 that the decision to refer to an</p> <p>16 outside counsel was a collective one</p> <p>17 of the independent directors."</p> <p>18 Do you see that?</p> <p>19 A Yep.</p> <p>20 Q Did that impact your sense</p> <p>21 of what had happened with Mr. Dysart?</p> <p>22 A Not really.</p> <p>23 Q Okay.</p> <p>24 A He could have just e-mailed</p> <p>25 him and said I am hiring a guy in</p>	<p style="text-align: right;">Page 552</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 employment agreement?</p> <p>3 A Well, it was -- I believe it</p> <p>4 was primarily that.</p> <p>5 Q Okay.</p> <p>6 When did Ravi Kant join the</p> <p>7 board?</p> <p>8 A He was one of our finding</p> <p>9 members from the very beginning.</p> <p>10 Q You knew him because he was</p> <p>11 on the governing board of Smile Train?</p> <p>12 A Yes, sir.</p> <p>13 Q Did you ever have any</p> <p>14 disagreements with Mr. Kant about the</p> <p>15 operations of WonderWork?</p> <p>16 A No, I don't believe so.</p> <p>17 Q Did Mr. Kant ever suggest</p> <p>18 that you hire additional people to</p> <p>19 deal with the direct mail?</p> <p>20 A Yes.</p> <p>21 Q Tell us about that.</p> <p>22 A We were really struggling</p> <p>23 getting direct mail to work like it</p> <p>24 had at Smile Train. Our numbers were</p> <p>25 poor. Just --</p>

BRIAN MULLANEY - VOLUME II

Q Sorry to interrupt. What was the time frame that we are talking about?

A I don't want to say the wrong date. It was two years ago -- two to three years ago from now.

Q After 2014?

A I don't remember. I don't want to tell you the wrong thing.

Q Okay.

A We were spending seven, \$8 million a year on acquisition, and it was not working. And it took us time to find that out because you only know if it works after you acquire the donor and then you see how much money they give you over the next year or two and then you see how quickly they stop giving.

So we set up and it was two years into this heavy spending or three years. It was not working, and we were really struggling to figure out what to do. And Ravi wanted me to

BRIAN MULLANEY - VOLUME II

the university club one day to talk about coming on the board.

Q Do you recall when that was?

A No.

Q Did he come on the board?

A Yes, he was a phenomenal addition.

Q Did you know him before Mr. Dysart introduced you?

A No.

Q Have you ever had any disagreements with Mr. Coneys about how to operate WonderWork?

A No, not really. Major ones, no. Usually we are on the same page. I mean, we discuss things and can argue, but I didn't have any major disagreements on anything, no.

Q Did Mr. Coneys ever resign from the board?

A No, he's wanted to resign, but he stayed on to help us.

Q Okay.

A And he wanted to resign

BRIAN MULLANEY - VOLUME II

hire -- we had a woman running the direct mail program that was good, Janet, but not real super senior, and he wanted me to hire someone for a lot of money that would just run the whole program and I would just run around and do major gifts.

Q Did Mr. Kant ever resign from the board?

A Yes.

Q When?

A Like three or four months ago.

Q Do you know why he resigned?

A He resigned because of the bankruptcy, I believe.

Q Did you ever see a letter of resignation from him?

A I do not believe I did. He called me on a Sunday.

Q Tell us how you met JJ Coneys.

A He was a referral from Ted Dysart, and I had lunch with him at

BRIAN MULLANEY - VOLUME II

because he moved -- he retired to Greenwich, Connecticut, and then he needed to go and make money again and his job is in Florida, so he sold his house in Connecticut and he lives in Florida. That's why he was going to resign.

He said he would stay on until we can transition to the new board, and he's stuck with us.

Q Okay.

Could you go back to the exhibit that has all the board minutes in it, please.

A Sure.

(Reviewing.)

Q Exhibit Number --

A 39.

Q -- 39.

Thank you.

A (Reviewing.)

Q And go to the minutes for the October 2015 meeting, which appear on page -- start at page 1286.

<p style="text-align: right;">Page 557</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 If you go to the last page</p> <p>3 of those minutes, which is 1288.</p> <p>4 A Okay.</p> <p>5 Q The second paragraph says,</p> <p>6 "Kant inquired as to whether we need</p> <p>7 to hire someone in-house to run the</p> <p>8 direct mail program at a more senior</p> <p>9 level."</p> <p>10 See that?</p> <p>11 A Yes.</p> <p>12 Q What was your response to</p> <p>13 that suggestion?</p> <p>14 A Well, we were reeling</p> <p>15 because we were not getting the</p> <p>16 response to our mailings and our legal</p> <p>17 costs were high. We were trying to</p> <p>18 save money, and I told him we couldn't</p> <p>19 afford to hire someone.</p> <p>20 We were downsizing. We went</p> <p>21 from a \$2,000-a-year rent to a</p> <p>22 hundred-thousand-dollar-a-year rent.</p> <p>23 People don't take jobs with a direct</p> <p>24 mail program that was shrinking and</p> <p>25 failing. So I didn't follow that</p>	<p style="text-align: right;">Page 559</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 direct mail programs.</p> <p>3 Q Okay.</p> <p>4 A And I also might want to</p> <p>5 point out, there's no direct mail in</p> <p>6 India.</p> <p>7 MR. CURCHACK: I would like</p> <p>8 to mark as the next exhibit, this</p> <p>9 is an e-mail thread from -- the</p> <p>10 first e-mail is from Mr. Mullaney</p> <p>11 to JJ Coneys dated December 21,</p> <p>12 2016.</p> <p>13 (Exhibit 49 is Marked.)</p> <p>14 BY MR. CURCHACK:</p> <p>15 Q Is this the e-mail -- is</p> <p>16 this e-mail what you were referring to</p> <p>17 earlier when you said you asked</p> <p>18 Mr. Coneys not to resign?</p> <p>19 A "Begged" is a better word.</p> <p>20 Q And look down towards the</p> <p>21 bottom of the first page, there's a</p> <p>22 list of three points, and number 3</p> <p>23 says, "If for whatever reason</p> <p>24 dissolving the organization makes more</p> <p>25 sense, we can do that quickly. We are</p>
<p style="text-align: right;">Page 558</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 recommendation.</p> <p>3 Q And then if you go to page</p> <p>4 1296.</p> <p>5 I believe these are the</p> <p>6 minutes of the June 2016 board</p> <p>7 meeting; is that correct?</p> <p>8 A Yeah.</p> <p>9 Q If you go to page 2, bottom</p> <p>10 paragraph says, "On the subject of</p> <p>11 direct mail, Mr. Kant asked if we</p> <p>12 might consider hiring a senior</p> <p>13 executive to run direct mail so Mr.</p> <p>14 Mullaney would not be bogged down with</p> <p>15 it."</p> <p>16 Do you see that?</p> <p>17 A Right.</p> <p>18 (Reviewing.)</p> <p>19 Q What was your response then?</p> <p>20 A I said, "Let's see if we can</p> <p>21 fix our direct mail program."</p> <p>22 Q Okay.</p> <p>23 A It's impossible to hire good</p> <p>24 people. It's a small non-profit. And</p> <p>25 it's really hard to find people to run</p>	<p style="text-align: right;">Page 560</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 a very simple organization with little</p> <p>3 debt and 99 percent liquid."</p> <p>4 Can you tell us what you</p> <p>5 meant by "little debt and 99 percent</p> <p>6 liquid"?</p> <p>7 A Well, this is when I knew</p> <p>8 nothing about bankruptcy, and Steve</p> <p>9 Levitt, one of our directors, said why</p> <p>10 don't you just close your doors and</p> <p>11 open up as a new organization, which</p> <p>12 you can't really do.</p> <p>13 Q Well, what did you</p> <p>14 understand liquid to mean in general?</p> <p>15 A Oh. Well, liquid -- we</p> <p>16 don't -- we are not General Motors.</p> <p>17 We don't own any buildings or</p> <p>18 anything. We could distribute all of</p> <p>19 our restricted donations to our</p> <p>20 partners. And we could pay our</p> <p>21 creditors what we had and start a new</p> <p>22 organization.</p> <p>23 Q Okay.</p> <p>24 But it says with little</p> <p>25 debt.</p>



BRIAN MULLANEY - VOLUME II

What about your impact loans?

A Well. We had 10 million -- we would pay our debt. We had \$10 million to pay our creditors, so the impact loan people would get half of that. But that was it for whatever reason.

That was not viable because I didn't know anything about bankruptcy at this time.

Q Any other directors resigned as a result of the bankruptcy?

A Yes, Jim Poehling resigned a month ago, roughly.

MR. LILIEN: Why?

THE WITNESS: The [REDACTED]

BY MR. CURCHACK:

Q Explain that.

A They asked for him to come on the board, and they asked him to come off.

MR. LILIEN: Why?

THE WITNESS: He said he

BRIAN MULLANEY - VOLUME II

Poehling was representing

[REDACTED] interest on the board essentially?

THE WITNESS: Yes.

MR. LILIEN: Are there any other board members that are representing someone else's interest on the board?

THE WITNESS: No.

MR. LILIEN: Any other board members involved directly or indirectly with Mr. Poehling's impact loan?

THE WITNESS: Well, Clark Kokich -- he did not give us an impact loan. He's on the board. You're asking if any board members have any impact loans?

MR. LILIEN: Or somebody on the board who is representing somebody who has -- directly or indirectly.

THE WITNESS: No.

BY MR. CURCHACK:

BRIAN MULLANEY - VOLUME II

wanted to stay on the board, and it wasn't his decision.

I think [REDACTED] is very sensitive to negative publicity and stuff and wanted to really put a firewall up between us.

BY MR. CURCHACK:

Q What is the connection between Mr. Poehling and [REDACTED]?

A They have been best friends since they were six years old, and Jim Poehling -- it's pronounced Poehling. It's a weird spelling. He's a great guy. [REDACTED]

[REDACTED]

Smart guy. Great addition to the board, and he told me the minute we get out of bankruptcy, he would be happy to consider coming back on the board.

MR. LILIEN: Are there any other board members -- Mr.

BRIAN MULLANEY - VOLUME II

Q Is Sabrina --

A Clark.

Q -- Clark -- when did she join the board?

A She was our first woman member. She joined recently and she resigned.

Q Do you know why she resigned?

A Yes.

Q Why?

A Because she said you invited me on the board to help the charity, not to be involved with bankruptcy and stuff, so she came on in June, I believe.

Q June of 2016?

A I believe so.

Q Is Steve -- when did Steve Levitt join the board again?

A I believe in 2015, with that big bunch of new people.

Q Is he still on the board?

A Yes, we have had a hundred

<p style="text-align: right;">Page 565</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 percent board participation in the</p> <p>3 last couple of meetings. He's still</p> <p>4 solidly behind us and with us.</p> <p>5 Q Mr. Rappaport is still on</p> <p>6 the board?</p> <p>7 A Yes.</p> <p>8 Q And Mr. Kokich is still on</p> <p>9 the board?</p> <p>10 A Yes.</p> <p>11 Q And Mr. Price is still on</p> <p>12 the board?</p> <p>13 A Yes.</p> <p>14 Q Mr. Atkinson is still on the</p> <p>15 board?</p> <p>16 A Yes.</p> <p>17 MR. LILIEN: Mr. Coneys, as</p> <p>18 you mentioned, is lead independent</p> <p>19 director?</p> <p>20 THE WITNESS: Yes.</p> <p>21 MR. LILIEN: When did he</p> <p>22 assume that role?</p> <p>23 THE WITNESS: When I asked</p> <p>24 him to become chairman. He said</p> <p>25 he didn't want to become chairman.</p> <p style="text-align: right;">Page 566</p>	<p style="text-align: right;">Page 567</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 The document which we are</p> <p>3 marking, which I am handing to you</p> <p>4 now, I will represent to you is</p> <p>5 taken from a spreadsheet produced</p> <p>6 with production number 0000570.</p> <p>7 What we have done is taken</p> <p>8 off a few of the columns from the</p> <p>9 spreadsheet so that it would be</p> <p>10 legible.</p> <p>11 MR. TRIVIGNO: Barely.</p> <p>12 (Exhibit 50 is Marked.)</p> <p>13 BY MR. CURCHACK:</p> <p>14 Q Ujjal identified this as a</p> <p>15 report that he got from one of your</p> <p>16 partner hospitals as reporting on the</p> <p>17 surgeries that they had performed</p> <p>18 apparently in response to the grant</p> <p>19 that had been sent to them.</p> <p>20 Okay?</p> <p>21 A Yes.</p> <p>22 Q The reason I am showing this</p> <p>23 to you, I want you to look at a couple</p> <p>24 of things.</p> <p>25 First, if you look at the</p> <p style="text-align: right;">Page 568</p>
<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 He felt comfortable becoming lead</p> <p>3 independent director. Maybe that</p> <p>4 was a year, two years ago.</p> <p>5 MR. LILIEN: Did the board</p> <p>6 vote to make him lead independent</p> <p>7 director?</p> <p>8 THE WITNESS: It's a good</p> <p>9 question. I don't remember.</p> <p>10 MR. CURCHACK: I think you</p> <p>11 will be fine for your train.</p> <p>12 Give me two minutes to step</p> <p>13 out and talk.</p> <p>14 (Whereupon a Recess</p> <p>15 Commenced at 2:30 and Testimony</p> <p>16 Recommenced at 2:35.)</p> <p>17 MR. CURCHACK: We are now</p> <p>18 going to mark -- we are back on</p> <p>19 the record.</p> <p>20 We are now going to mark as</p> <p>21 the next exhibit, which is</p> <p>22 Exhibit 50, a chart which was</p> <p>23 previously marked during our</p> <p>24 interview with Mr. Ujjal</p> <p>25 Bhattacharya.</p>	<p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 age column.</p> <p>3 A Yes.</p> <p>4 Q You will see, I believe,</p> <p>5 that -- I don't believe there's anyone</p> <p>6 under the age of 60 -- here is some</p> <p>7 50-year-olds.</p> <p>8 MR. TRIVIGNO: I'm sorry.</p> <p>9 The last page has a few younger</p> <p>10 folks.</p> <p>11 BY MR. CURCHACK:</p> <p>12 Q On the last page, there are</p> <p>13 some children.</p> <p>14 But a majority by far are</p> <p>15 adults; is that correct?</p> <p>16 A Yes.</p> <p>17 Q That's consistent with what</p> <p>18 you have told us?</p> <p>19 A Yes.</p> <p>20 Q But you also, if you look</p> <p>21 over diagnoses, you will see all but</p> <p>22 the last page it's age-related</p> <p>23 cataracts; is that correct?</p> <p>24 A (Reviewing.) Yes.</p> <p>25 Q Okay.</p>

<p style="text-align: right;">Page 569</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 And if you go to about</p> <p>3 middle of the page, it says visual</p> <p>4 acuity scale, right?</p> <p>5 A Yes.</p> <p>6 Q Do you see that?</p> <p>7 Then there's preoperative,</p> <p>8 uncorrected, right eye visual acuity</p> <p>9 and preoperative uncorrected left eye</p> <p>10 visual acuity.</p> <p>11 See that?</p> <p>12 A Yes.</p> <p>13 Q And then the next two</p> <p>14 columns to the right are</p> <p>15 post-operative acuity, visual acuity</p> <p>16 for the right eye and left eye. Okay?</p> <p>17 A Right.</p> <p>18 Q And if you look at the</p> <p>19 column that says operated eyes, it</p> <p>20 either says R, L or B, correct?</p> <p>21 A (Reviewing.)</p> <p>22 Q Which means right, left or</p> <p>23 both --</p> <p>24 A (Reviewing.)</p> <p>25 Q -- is that correct?</p>	<p style="text-align: right;">Page 571</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yes.</p> <p>3 Q So by definition, this</p> <p>4 person has -- is not blind but has</p> <p>5 blindness in one eye; is that correct?</p> <p>6 A They are blind in one eye,</p> <p>7 and they could have a cataract in the</p> <p>8 other eye but it's not as developed</p> <p>9 and they are not blind there yet.</p> <p>10 Q In the case of this person,</p> <p>11 the eye that was operated on was which</p> <p>12 eye?</p> <p>13 A (Reviewing.)</p> <p>14 The left eye.</p> <p>15 Q Right. The one -- okay.</p> <p>16 A It brought him up to 20/60.</p> <p>17 Q Now, if you look at the next</p> <p>18 person, the preoperative and vision</p> <p>19 for both eyes is 20/60; is that</p> <p>20 correct?</p> <p>21 A Yes.</p> <p>22 Q So while they might have a</p> <p>23 cataract developing, they wouldn't be</p> <p>24 by any health standard blind at this</p> <p>25 point; is that correct?</p>
<p style="text-align: right;">Page 570</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yes.</p> <p>3 Q Okay.</p> <p>4 And I believe in each case</p> <p>5 here it was only one eye that was</p> <p>6 operated on?</p> <p>7 A Yeah, for safety, they only</p> <p>8 do usually one eye.</p> <p>9 Q Now, if you look at the</p> <p>10 first patient, the first line here</p> <p>11 says the preoperative uncorrected</p> <p>12 visual acuity for the right eye is</p> <p>13 20/60.</p> <p>14 A Right.</p> <p>15 Q And for the left eye is</p> <p>16 4 feet?</p> <p>17 A Yes.</p> <p>18 Q Now --</p> <p>19 A It's my tape measure.</p> <p>20 Q So by your definition, that</p> <p>21 person would be effectively blind in</p> <p>22 the left eye?</p> <p>23 A Yes.</p> <p>24 Q But not in the right eye; is</p> <p>25 that correct?</p>	<p style="text-align: right;">Page 572</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Correct.</p> <p>3 Q Okay. Thanks.</p> <p>4 A They could be going blind.</p> <p>5 It says they have cataracts, so yes.</p> <p>6 (Reviewing.)</p> <p>7 MR. CURCHACK: I would like</p> <p>8 to mark as the next exhibit,</p> <p>9 Exhibit 51 --</p> <p>10 THE WITNESS: We have 30,000</p> <p>11 charts before we developed the new</p> <p>12 thing.</p> <p>13 Would you like us to give</p> <p>14 them to you with a mean on the</p> <p>15 bottom?</p> <p>16 MR. LILIEN: Let's go off</p> <p>17 the record for a moment.</p> <p>18 (Whereupon a Discussion is</p> <p>19 Held Off the Record.)</p> <p>20 MR. CURCHACK: I would like</p> <p>21 to mark as the next -- first as</p> <p>22 Exhibit 51, letters on WonderWork</p> <p>23 surgery. The first is dated</p> <p>24 April 15, 2013, the second is</p> <p>25 dated February 20, 2014, both</p>

<p style="text-align: right;">Page 573</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 addressed to KPMG. Production</p> <p>3 numbers are 042016 through 042026.</p> <p>4 (Exhibit 51 is Marked.)</p> <p>5 BY MR. CURCHACK:</p> <p>6 Q Do you recognize these</p> <p>7 letters?</p> <p>8 A (Reviewing.)</p> <p>9 Yeah, I believe so.</p> <p>10 Q Is that your signature on</p> <p>11 the last page of each of these?</p> <p>12 A Yes.</p> <p>13 Q And what is this letter or</p> <p>14 these letters?</p> <p>15 A This is a standard letter we</p> <p>16 send every year to our auditors saying</p> <p>17 we are giving you -- showing you all</p> <p>18 of our books. We are not hiding</p> <p>19 anything. We are not aware of</p> <p>20 anything bad that you don't know</p> <p>21 about.</p> <p>22 I don't know what you call</p> <p>23 it.</p> <p>24 Q Okay.</p> <p>25 And if you look at the last</p>	<p style="text-align: right;">Page 575</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Not really, but I am sure I</p> <p>3 did.</p> <p>4 Q Okay.</p> <p>5 I would like you to turn</p> <p>6 first to page, 042032, which is the</p> <p>7 last page of the May 7, 2015, letter,</p> <p>8 and look at paragraph 23.</p> <p>9 A (Reviewing.)</p> <p>10 Q Could you read that please</p> <p>11 into the record.</p> <p>12 A Number 23?</p> <p>13 Q Yes.</p> <p>14 A "The organization has a</p> <p>15 reasonable basis for determining</p> <p>16 estimates associated with in-kind</p> <p>17 contributions and has filed the basis</p> <p>18 at June 30, 2014."</p> <p>19 Q Okay.</p> <p>20 And there's no similar</p> <p>21 sentence in the two letters that we</p> <p>22 marked as the previous exhibit.</p> <p>23 Do you recall why this</p> <p>24 sentence was added into this</p> <p>25 representation letter this year?</p>
<p style="text-align: right;">Page 574</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 paragraph, it says, "Further, we</p> <p>3 confirm that we are responsible for</p> <p>4 the fair representation in the</p> <p>5 financial statements of the balance</p> <p>6 sheet, changes in net assets and cash</p> <p>7 flows in conformity with US generally</p> <p>8 accepted accounting principles."</p> <p>9 A Yes.</p> <p>10 Q Do you understand what was</p> <p>11 said when you signed this?</p> <p>12 A Yes.</p> <p>13 MR. CURCHACK: Let's mark</p> <p>14 Exhibit 52, two similar letters.</p> <p>15 One is dated May 7, 2015, and one</p> <p>16 is dated May 12, 2016. They bear</p> <p>17 production numbers 042027 through</p> <p>18 042039.</p> <p>19 (Exhibit 52 is Marked.)</p> <p>20 BY MR. CURCHACK:</p> <p>21 Q Is this your signature on</p> <p>22 these two letters as well?</p> <p>23 A (Reviewing.) Yes.</p> <p>24 Q Do you recall reading and</p> <p>25 signing these letters?</p>	<p style="text-align: right;">Page 576</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A I have no idea.</p> <p>3 Q Okay.</p> <p>4 And if we look at paragraph</p> <p>5 24.</p> <p>6 A Yeah.</p> <p>7 Q It says, "The organization</p> <p>8 confirms that the following</p> <p>9 contributions have no restrictions."</p> <p>10 It goes on to identify</p> <p>11 certain donors.</p> <p>12 A Hm-hm.</p> <p>13 Q Do you recall why that</p> <p>14 sentence was included in this letter</p> <p>15 this year?</p> <p>16 A No idea.</p> <p>17 Q Okay. Okay.</p> <p>18 Thank you.</p> <p>19 MR. CURCHACK: I would like</p> <p>20 to mark as the next exhibit --</p> <p>21 THE WITNESS: O you have</p> <p>22 these charts? Do you remember?</p> <p>23 MR. LILIEN: Why don't we do</p> <p>24 this afterwards. We are trying to</p> <p>25 get this done.</p>

71 (Pages 573 to 576)

<p style="text-align: right;">Page 577</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: I apologize.</p> <p>3 BY MR. CURCHACK:</p> <p>4 Q While we are getting that</p> <p>5 out, could you go back to the last</p> <p>6 exhibit and look at page 042034.</p> <p>7 A (Reviewing.)</p> <p>8 Yes.</p> <p>9 Q And in paragraph 4, which</p> <p>10 says there are no -- you see clause C,</p> <p>11 other liabilities or gain or loss</p> <p>12 contingencies that are required to be</p> <p>13 accrued or disclosed?</p> <p>14 A Right.</p> <p>15 Q Do you have any</p> <p>16 understanding as to what that means?</p> <p>17 A (Reviewing.)</p> <p>18 Well, contingencies, I</p> <p>19 guess --</p> <p>20 Q It says other liabilities</p> <p>21 that are required to be disclosed,</p> <p>22 so --</p> <p>23 A Right.</p> <p>24 Q -- what do you think that</p> <p>25 means?</p>	<p style="text-align: right;">Page 579</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 believe, that WonderWork owes you some</p> <p>3 amount of money?</p> <p>4 A Yes.</p> <p>5 (Whereupon a Discussion is</p> <p>6 Held Off the Record.)</p> <p>7 MR. CURCHACK: I would like</p> <p>8 to now mark as Exhibit 53, a copy</p> <p>9 of Schedules E and F. It is filed</p> <p>10 by WonderWork in its bankruptcy</p> <p>11 case at Docket Number 187 and ask</p> <p>12 you to turn to the second page.</p> <p>13 THE WITNESS: Okay.</p> <p>14 (Exhibit 53 is Marked.)</p> <p>15 BY MR. CURCHACK:</p> <p>16 Q And do you see Item 3.3?</p> <p>17 A Yes.</p> <p>18 Q Could you tell us what that</p> <p>19 is?</p> <p>20 A Yeah, that's my limbo pay</p> <p>21 that Hana has been keeping track of</p> <p>22 for me that WonderWork owes me.</p> <p>23 Q The form says 2016</p> <p>24 salary/unreimbursed expenses --</p> <p>25 MR. TRIVIGNO: Off the</p>
<p style="text-align: right;">Page 578</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Or gain. (Reviewing.)</p> <p>3 We thought we were going to</p> <p>4 win the arbitration. It was on our</p> <p>5 books, I think, as whatever, but if</p> <p>6 you are talking that we should have</p> <p>7 listed it -- I don't know if it was or</p> <p>8 was not listed.</p> <p>9 Q I am not meaning anything.</p> <p>10 I'm asking if you know what</p> <p>11 it means when it says there are no</p> <p>12 other liabilities that are required to</p> <p>13 be accrued?</p> <p>14 A I think -- yeah, I don't</p> <p>15 think we -- I don't know if we had it</p> <p>16 in the line or not, but our lawyer was</p> <p>17 telling us we were going to win or at</p> <p>18 worse, just walk away without legal</p> <p>19 fees.</p> <p>20 Q You told us earlier that you</p> <p>21 didn't take all of your pay, I think</p> <p>22 is the way you phrased it; is that</p> <p>23 correct?</p> <p>24 A Right.</p> <p>25 Q And but you also said, I</p>	<p style="text-align: right;">Page 580</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 record for a second.</p> <p>3 (Whereupon a Discussion is</p> <p>4 Held Off the Record.)</p> <p>5 MR. TRIVIGNO: Back on the</p> <p>6 record.</p> <p>7 MR. CURCHACK: Off the</p> <p>8 record.</p> <p>9 (Whereupon a Discussion is</p> <p>10 Held Off the Record.)</p> <p>11 BY MR. CURCHACK:</p> <p>12 Q Okay.</p> <p>13 So is -- now, there are</p> <p>14 boxes there that says claim</p> <p>15 contingent, unliquidated or disputed,</p> <p>16 right, and none of those are checked,</p> <p>17 correct?</p> <p>18 A Correct.</p> <p>19 Q So is it fair to say that</p> <p>20 this is a statement that WonderWork</p> <p>21 owes you \$641,320.07?</p> <p>22 A Yeah.</p> <p>23 Q Would you consider that a</p> <p>24 liability?</p> <p>25 A Yes.</p>

<p style="text-align: right;">Page 581</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q Okay.</p> <p>3 Is that disclosed on the</p> <p>4 financial statements at WonderWork?</p> <p>5 A I don't know.</p> <p>6 MR. CURCHACK: Okay.</p> <p>7 Now, let's mark as</p> <p>8 Exhibit 54, four pages bearing</p> <p>9 production number 07285 through</p> <p>10 07289.</p> <p>11 (Exhibit 54 is Marked.)</p> <p>12 BY MR. CURCHACK:</p> <p>13 Q Take a minute to look</p> <p>14 through that.</p> <p>15 A (Reviewing.)</p> <p>16 Yeah.</p> <p>17 Q Have you ever seen this</p> <p>18 before?</p> <p>19 A Yes.</p> <p>20 Q Can you tell us what it is?</p> <p>21 A It's a spreadsheet that Hana</p> <p>22 keeps track of all the pay that I have</p> <p>23 been awarded that I haven't accepted,</p> <p>24 and she writes down when I do accept</p> <p>25 it and/or take -- have it deducted and</p>	<p style="text-align: right;">Page 583</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yeah, not being paid.</p> <p>3 Q Right. Not being paid?</p> <p>4 A Yeah, I think this is her</p> <p>5 running total -- let's try to find an</p> <p>6 entry that says paid out -- see it</p> <p>7 says -- she can explain it to you</p> <p>8 better than I can.</p> <p>9 I know you already met with</p> <p>10 her. I have only gotten -- I only get</p> <p>11 like one check a year -- one paycheck</p> <p>12 a year, and usually it's a year after</p> <p>13 I do it or more. So --</p> <p>14 Q What do you mean you only</p> <p>15 get one paycheck a year?</p> <p>16 A Well, I go a year without</p> <p>17 getting paid or two years. I haven't</p> <p>18 been paid now for any work since 2015.</p> <p>19 I was going to get paid in</p> <p>20 January/February, but we were</p> <p>21 bankrupt, so I didn't take any money.</p> <p>22 MR. LILIEN: Let's go off</p> <p>23 the record.</p> <p>24 (Whereupon a Recess</p> <p>25 Commenced at 2:56 and Testimony</p>
<p style="text-align: right;">Page 582</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 give it back to the charity.</p> <p>3 Q When you say "take it," what</p> <p>4 do you mean by "take it"?</p> <p>5 A She W-2s it and pays it out</p> <p>6 to me.</p> <p>7 Q Well, we have seen all of</p> <p>8 your W-2s as part of production,</p> <p>9 and -- and all of the W-2s show</p> <p>10 \$475,000, I believe.</p> <p>11 A Except for one.</p> <p>12 Q Except for the first year?</p> <p>13 A Yeah.</p> <p>14 Q Okay.</p> <p>15 So I am a little confused.</p> <p>16 A Does she have numbers in</p> <p>17 here that are not 475?</p> <p>18 Q Well, let's start looking in</p> <p>19 July of 2012.</p> <p>20 A Okay.</p> <p>21 (Reviewing.)</p> <p>22 Q And see there are three</p> <p>23 checks for 39,583, which I believe</p> <p>24 represents one-twelfth of \$475,000,</p> <p>25 right?</p>	<p style="text-align: right;">Page 584</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Recommended at 2:57.)</p> <p>3 MR. CURCHACK: I would like</p> <p>4 to ask the reporter to mark as the</p> <p>5 next exhibit, a five-page document</p> <p>6 bearing production numbers 06398</p> <p>7 through 06402.</p> <p>8 It appears to be four W-2s</p> <p>9 from WonderWork for the employee</p> <p>10 Brian Mullaney for the years 2012,</p> <p>11 '13, '14, '15 and '16.</p> <p>12 (Exhibit 55 is Marked.)</p> <p>13 THE WITNESS: Okay.</p> <p>14 (Reviewing.)</p> <p>15 BY MR. CURCHACK:</p> <p>16 Q And are these your W-2s for</p> <p>17 the indicated years?</p> <p>18 A (Reviewing.)</p> <p>19 Yeah, it makes sense to me.</p> <p>20 Q Okay.</p> <p>21 Did you ever receive any</p> <p>22 Form 1099s from WonderWork?</p> <p>23 A No, I was never a</p> <p>24 consultant. I was always a W-2 guy.</p> <p>25 Q Okay.</p>

## BRIAN MULLANEY - VOLUME II

So let's go back to the previous exhibit.

A Yeah, I am not understanding it. I'm sorry. I don't know which column is which. In the beginning, I did get monthly paychecks, so that could be what that is, and then I started to just take one check a year.

Q Will, well let's just go to page -- let's start at the first page, page 2785, and line -- there's a line down near the bottom. It says January 14th -- January of '14, January 2014.

Okay. If you run all the way across the page, you will see on the right-hand side, there's a deduction of \$10,000 and it says annual [REDACTED] visits.

A Right.

Q What do you believe that represents?

A That's when [REDACTED] comes to see me in July with his wife.

## BRIAN MULLANEY - VOLUME II

Q And you told us earlier [REDACTED] pays his expenses?

A Yes.

Q And you pay your expenses?

A Yes.

Q And how do you pay your expenses?

A I deduct it from my pay.

Q Okay.

That's what this deduction reflects?

A Yes.

Q Do you ever report those deductions on your income tax return?

A No, never.

Q Above that it says minus \$30,000.

Do you see that?

A Yes.

Q It says about 50 percent weekly travel.

What is that referring to?

A That was in '13. I was paying for half of my weekly travel to

## BRIAN MULLANEY - VOLUME II

New York from Boston and then somewhere along I upped it to a hundred percent a year -- couple years ago, I think.

That's what that amount was for.

Q And so there, again, you were telling Hana to take those funds from --

A From the running balance.

Q -- running balance and apply them against those travel expenses; is that correct?

A Yes. Yes.

Q Did you ever report that on your income tax?

A Never, no.

Q Okay.

Go to page 7287.

A (Reviewing.) Okay.

Q Go to -- about the middle of the page on the right side, you see where it says August 16th?

A Yep.

## BRIAN MULLANEY - VOLUME II

Q There appears to be a deduction for \$3,750?

A Yes.

Q Could you tell us what that refers to?

A Yes, I have this little old lady that comes to my office and gives me Photoshop lessons because we have tens of thousands of photos and she gives them to me and to Karen so that we can manage them and name them and organize them and color -- color correct them, stuff like that.

Q Who is the person who would give you those lessons?

A Her name is Maria Ferrari.

Q When you say "color correct," what are you referring to?

A Every picture should be lightened or darkened or sharpened and corrected.

Q Did you ever make any corrections to the eyes of any of the patients?

<p style="text-align: right;">Page 589</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 A Yes. I enhance the cataract</p> <p>3 if needed so you can see it.</p> <p>4 Sometimes it's very subtle.</p> <p>5 MR. LILIEN: Is there</p> <p>6 anything else you would do other</p> <p>7 than correcting the eye lens and</p> <p>8 lighting, darkening the pictures?</p> <p>9 THE WITNESS: Sometimes I</p> <p>10 would put them together for before</p> <p>11 and after or --</p> <p>12 MR. LILIEN: Put them</p> <p>13 together in what sense.</p> <p>14 THE WITNESS: So there were</p> <p>15 two photos put together, before</p> <p>16 and after, together in one photo.</p> <p>17 No, that's about it. Most</p> <p>18 of the help was for searching for</p> <p>19 photos and naming them and</p> <p>20 managing them because we literally</p> <p>21 have tens of thousands of photos.</p> <p>22 Now she is fluent in it and</p> <p>23 I am and we have a whole library</p> <p>24 and system for tracking them.</p> <p>25 BY MR. CURCHACK:</p>	<p style="text-align: right;">Page 591</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Board.</p> <p>3 MR. LILIEN: Okay.</p> <p>4 Can I ask one question on</p> <p>5 the next page, 7287.</p> <p>6 On the left-hand side,</p> <p>7 there's a total of your base</p> <p>8 salary and your bonuses.</p> <p>9 THE WITNESS: Right.</p> <p>10 MR. LILIEN: If you look on</p> <p>11 the bonuses, it starts with</p> <p>12 July 2013.</p> <p>13 THE WITNESS: Yes.</p> <p>14 MR. LILIEN: Did you receive</p> <p>15 a bonus before July 2013?</p> <p>16 THE WITNESS: I don't</p> <p>17 believe so, no, because I think --</p> <p>18 no.</p> <p>19 MR. LILIEN: And then would</p> <p>20 this \$950,000 number represent the</p> <p>21 bonuses the board awarded you?</p> <p>22 THE WITNESS: Yes.</p> <p>23 MR. LILIEN: How were you</p> <p>24 notified you were awarded these</p> <p>25 bonuses?</p>
<p style="text-align: right;">Page 590</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q Could you go back to page</p> <p>3 7826.</p> <p>4 A Yes, sir. (Reviewing.)</p> <p>5 Q February 15th. Go to the</p> <p>6 right hand -- go to the columns on the</p> <p>7 right side of the page. There is one</p> <p>8 that's an 1/18/15 e-mail, and it says</p> <p>9 holiday dinner and there's a minus</p> <p>10 \$2,274.09.</p> <p>11 Do you recall what that was</p> <p>12 for?</p> <p>13 A I wish they had lines on</p> <p>14 these things (Reviewing.)</p> <p>15 February -- holiday</p> <p>16 dinner -- I think that was our staff</p> <p>17 Christmas dinner I paid for.</p> <p>18 Q Okay.</p> <p>19 When you say you paid for</p> <p>20 it --</p> <p>21 A I deducted it from my pay</p> <p>22 right here.</p> <p>23 MR. LILIEN: MAB dinner?</p> <p>24 THE WITNESS: I paid for</p> <p>25 that. That's the Medical Advisory</p>	<p style="text-align: right;">Page 592</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 THE WITNESS: They would</p> <p>3 tell me verbally at the</p> <p>4 end-of-the-year June board</p> <p>5 meeting. They would go into</p> <p>6 executive session and come out and</p> <p>7 tell me whatever bonus I would</p> <p>8 get.</p> <p>9 BY MR. CURCHACK:</p> <p>10 Q Did you ever get a year --</p> <p>11 was there ever a year you didn't get a</p> <p>12 \$250,000 bonus?</p> <p>13 A Yes.</p> <p>14 Q What years --</p> <p>15 A 2015.</p> <p>16 Q -- or years?</p> <p>17 A Singular. 2015.</p> <p>18 Q Okay.</p> <p>19 What was your reaction?</p> <p>20 A I was disappointed. I</p> <p>21 didn't understand why.</p> <p>22 Q Did you have any discussions</p> <p>23 with the board over that?</p> <p>24 A Yeah, I told them it was</p> <p>25 very disappointing. It was a</p>

75 (Pages 589 to 592)



<p style="text-align: right;">Page 593</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 difficult year.</p> <p>3 Again, we were in a war zone</p> <p>4 with everything that was going on and</p> <p>5 I worked 80 hours a week and was away</p> <p>6 from home 50 weeks a year, so...</p> <p>7 MR. LILIEN: Brian,</p> <p>8 returning back to -- I don't know</p> <p>9 what exhibit this is -- the</p> <p>10 bankruptcy filing where you were</p> <p>11 looking at having a claim of</p> <p>12 \$641,000.</p> <p>13 THE WITNESS: Yeah.</p> <p>14 MR. LILIEN: We recognize</p> <p>15 there may be an updated version of</p> <p>16 this.</p> <p>17 Is that \$641,000 the amount</p> <p>18 you believe of your \$950,000</p> <p>19 bonuses cumulatively that you have</p> <p>20 not yet been -- you have not yet</p> <p>21 used to pay for your expenses?</p> <p>22 THE WITNESS: You can look</p> <p>23 at it that way. I get the bonus.</p> <p>24 She would put it in the running</p> <p>25 balance, so it would be mingled</p>	<p style="text-align: right;">Page 595</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 Q What was the expense</p> <p>3 reimbursement policy at WonderWork</p> <p>4 until recently -- until late 2016?</p> <p>5 A I couldn't quote it for you</p> <p>6 word for word.</p> <p>7 Q Who approved your expense</p> <p>8 reimbursements?</p> <p>9 A Well, now JJ Coneys, but</p> <p>10 before I thought he would look at them</p> <p>11 once a year. Now I don't know. He</p> <p>12 has reviewed all my expenses now for</p> <p>13 the past year and a half.</p> <p>14 Q When did he make that</p> <p>15 review?</p> <p>16 A Recently, as part of our</p> <p>17 audit.</p> <p>18 Q But prior to that?</p> <p>19 A I am not aware what he</p> <p>20 looked at or didn't look at.</p> <p>21 Q And no else would have</p> <p>22 looked at it?</p> <p>23 A Hana would have and Karen</p> <p>24 would have.</p> <p>25 Q Did they have approval over</p>
<p style="text-align: right;">Page 594</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 in, and you can look at it that</p> <p>3 way because all -- because of my</p> <p>4 475 W-2s, yes, you can look at it.</p> <p>5 I didn't plan it that way.</p> <p>6 I looked at it as a running</p> <p>7 balance.</p> <p>8 MR. LILIEN: Just so I</p> <p>9 understand, the salary you -- the</p> <p>10 compensation you have been</p> <p>11 awarded --</p> <p>12 THE WITNESS: Yes.</p> <p>13 MR. LILIEN: -- that you</p> <p>14 have not yet used to pay for</p> <p>15 expenses is the \$641,000?</p> <p>16 THE WITNESS: Yes.</p> <p>17 MR. LILIEN: Okay.</p> <p>18 THE WITNESS: For</p> <p>19 pre-petition.</p> <p>20 MR. LILIEN: What is that?</p> <p>21 THE WITNESS: Pre-petition.</p> <p>22 I haven't been paid anything</p> <p>23 this year either.</p> <p>24 MR. LILIEN: Okay.</p> <p>25 BY MR. CURCHACK:</p>	<p style="text-align: right;">Page 596</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 them, or would they simply process</p> <p>3 what you told them?</p> <p>4 A Well, they get it before me.</p> <p>5 And they get my AMEX account. I</p> <p>6 charge everything to my American</p> <p>7 Express, so they would get it first</p> <p>8 and show it to me and I would look at</p> <p>9 it and say if something was out of</p> <p>10 whack.</p> <p>11 Q But then if you said to Hana</p> <p>12 to show it off of this account, she</p> <p>13 would just put it there?</p> <p>14 A Show it off of that account?</p> <p>15 You mean deduct it from my pay?</p> <p>16 Q Yes.</p> <p>17 A Yes, I did that for 10 years</p> <p>18 at Smile Train and the auditor</p> <p>19 approved it at Smile Train, just like</p> <p>20 they approved it at WonderWork.</p> <p>21 It was a very convenient way</p> <p>22 for me to help the charity and make</p> <p>23 me -- I'm asking all these people for</p> <p>24 money. I think I am the tenth biggest</p> <p>25 donor to WonderWork out of 150,000.</p>

<p style="text-align: right;">Page 597</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 MR. LILIEN: Can you just</p> <p>3 explain what you said?</p> <p>4 THE WITNESS: I think I am</p> <p>5 the tenth largest donor to</p> <p>6 WonderWork.</p> <p>7 MR. LILIEN: How do you</p> <p>8 calculate that?</p> <p>9 THE WITNESS: Because I have</p> <p>10 given back, I believe, around</p> <p>11 \$400,000 of my pay.</p> <p>12 MR. LILIEN: Of your pay?</p> <p>13 THE WITNESS: Yes.</p> <p>14 BY MR. CURCHACK:</p> <p>15 Q Did you pay -- did you</p> <p>16 report any of that \$400,000 on your</p> <p>17 Federal or State income tax returns</p> <p>18 before you gave it back to WonderWork?</p> <p>19 A Never, no.</p> <p>20 Q Do you know whether the</p> <p>21 auditors were aware of the existence</p> <p>22 of this contingent account -- the</p> <p>23 running balance you have been talking</p> <p>24 about?</p> <p>25 A I wouldn't use the word</p>	<p style="text-align: right;">Page 599</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 your view were personal</p> <p>3 reimbursements?</p> <p>4 A No.</p> <p>5 Q So looking at page 7285 --</p> <p>6 A Yeah.</p> <p>7 Q -- where it says -- next to</p> <p>8 January 6, 2014, personal</p> <p>9 reimbursement, that's not a personal</p> <p>10 reimbursement?</p> <p>11 A (Reviewing.)</p> <p>12 7285?</p> <p>13 Q Yes.</p> <p>14 A January, what year?</p> <p>15 Q January 6th of 2014, there</p> <p>16 is a \$22,000 deduction. It says</p> <p>17 personal reimbursements.</p> <p>18 A January 6th of 2014?</p> <p>19 Q Yes.</p> <p>20 A (Reviewing.)</p> <p>21 I don't know what that is,</p> <p>22 but you should ask Hana. My expenses</p> <p>23 I kept completely separate from this</p> <p>24 because that was -- these were all</p> <p>25 bona fide WonderWork expenses that I</p>
<p style="text-align: right;">Page 598</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 "contingent." We would use the word</p> <p>3 "limbo pay."</p> <p>4 The auditor at Smile Train</p> <p>5 said the minute you put it on the GL,</p> <p>6 you have to accept it. And he</p> <p>7 suggested put it in a spreadsheet and</p> <p>8 just manage it that way and it will be</p> <p>9 paid in limbo until you accept it or</p> <p>10 you give it back to the charity.</p> <p>11 Q Okay.</p> <p>12 Did you ever discuss with</p> <p>13 him the need to report it as income</p> <p>14 before you gave it back to the</p> <p>15 charity?</p> <p>16 A I am not aware there is any</p> <p>17 need for that.</p> <p>18 MR. LILIEN: Was this the</p> <p>19 auditor --</p> <p>20 THE WITNESS: Because the</p> <p>21 minute I accept it, it becomes</p> <p>22 income, and I pay taxes on it.</p> <p>23 BY MR. CURCHACK:</p> <p>24 Q Were there ever any</p> <p>25 deductions to this account that in</p>	<p style="text-align: right;">Page 600</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 volunteered to pay.</p> <p>3 None of them should have</p> <p>4 been personal, and I would handle that</p> <p>5 separately with either reimbursing the</p> <p>6 charity if I owed them or getting a</p> <p>7 check from them if I owed them.</p> <p>8 Q Did you ever get any</p> <p>9 reimbursement checks from the charity?</p> <p>10 A Yes, very rarely, though.</p> <p>11 MR. CURCHACK: I would like</p> <p>12 to mark as an exhibit, an e-mail</p> <p>13 from you to Hana dated January 6,</p> <p>14 2014.</p> <p>15 (Exhibit 56 is Marked.)</p> <p>16 BY MR. CURCHACK:</p> <p>17 Q I would like you to look at</p> <p>18 Exhibit 56, and does this refresh your</p> <p>19 recollection as to that January 6,</p> <p>20 2014, entry?</p> <p>21 A (Reviewing.)</p> <p>22 The \$22,000?</p> <p>23 Q Yeah.</p> <p>24 A (Reviewing.)</p> <p>25 So owes you -- she is saying</p>

<p style="text-align: right;">Page 601</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 owes me for salary, pay, I believe,</p> <p>3 and it's seventeen three and</p> <p>4 miscellaneous stuff they owed me for</p> <p>5 2100 that I agreed to pay.</p> <p>6 Q At the top it says, "I would</p> <p>7 like to deduct the 22,000 from my</p> <p>8 impact loan.</p> <p>9 Now, is that the \$250,000</p> <p>10 impact loan that we discussed earlier</p> <p>11 that you said --</p> <p>12 A Right.</p> <p>13 Q -- that you never made?</p> <p>14 A Yeah, I didn't make it, but</p> <p>15 I left -- I had \$250,000 sitting with</p> <p>16 WonderWork as an impact loan that was</p> <p>17 not formalized with a contract and was</p> <p>18 not paying me interest.</p> <p>19 Q So what happened -- where</p> <p>20 did this \$22,000 go?</p> <p>21 A (Reviewing.) "Is it okay</p> <p>22 with you, I would like to deduct</p> <p>23 22,000 from my impact loan? Loan</p> <p>24 reduced" -- (Reading.)</p> <p>25 I would have to have Hana</p>	<p style="text-align: right;">Page 603</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 getting a bonus. I told Dysart,</p> <p>3 yes.</p> <p>4 MR. LILIEN: From that</p> <p>5 bonus, you would make a loan.</p> <p>6 THE WITNESS: Yes.</p> <p>7 MR. LILIEN: Whether it was</p> <p>8 impact loan --</p> <p>9 THE WITNESS: It's a limbo</p> <p>10 loan.</p> <p>11 MR. LILIEN: Whatever you</p> <p>12 want to call --</p> <p>13 THE WITNESS: WonderWork</p> <p>14 kept the money, yes.</p> <p>15 MR. LILIEN: You were</p> <p>16 awarded a bonus and then from that</p> <p>17 you were planning on making a loan</p> <p>18 to WonderWork?</p> <p>19 THE WITNESS: I got the</p> <p>20 bonus. Hana put it on my running</p> <p>21 balance, and it sat there as</p> <p>22 250,000 that WonderWork owed me,</p> <p>23 with the other money, and then she</p> <p>24 did something. She could -- I can</p> <p>25 get you answers for all this</p>
<p style="text-align: right;">Page 602</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 explain this to me. I don't remember.</p> <p>3 MR. LILIEN: The source --</p> <p>4 THE WITNESS: I didn't take</p> <p>5 \$22,000 cash out of it. It was --</p> <p>6 I believe it was a release of the</p> <p>7 money because I said I got the</p> <p>8 bonus. That's my impact loan,</p> <p>9 hold onto it and she is deducting</p> <p>10 it from that.</p> <p>11 I don't know. I would have</p> <p>12 to ask her.</p> <p>13 MR. LILIEN: I am just</p> <p>14 trying to make sure we understand.</p> <p>15 The source of this money was</p> <p>16 the bonus that you received -- the</p> <p>17 source of the \$250,000 that this</p> <p>18 is being deducted from is the</p> <p>19 bonus you received?</p> <p>20 THE WITNESS: Well, she</p> <p>21 would take that and put it in the</p> <p>22 running balance. She keeps one</p> <p>23 running balance.</p> <p>24 So, yes, that was the</p> <p>25 source, because I said I am</p>	<p style="text-align: right;">Page 604</p> <p>1 BRIAN MULLANEY - VOLUME II</p> <p>2 stuff.</p> <p>3 BY MR. CURCHACK:</p> <p>4 Q And if you had said to Hana,</p> <p>5 cut me a check for \$20 out of this</p> <p>6 account, would she had done that?</p> <p>7 A Out of what account?</p> <p>8 Q Out of this limbo --</p> <p>9 A No.</p> <p>10 Q -- pay?</p> <p>11 A No, she would cut me a W-2.</p> <p>12 You have all my e-mails.</p> <p>13 I would say I am going to</p> <p>14 take some pay and it would go through</p> <p>15 ADP, our payroll processor. That is</p> <p>16 the only way I got a penny out of any</p> <p>17 of that.</p> <p>18 Q Okay.</p> <p>19 But to be clear, my question</p> <p>20 was if you had asked for money out of</p> <p>21 this account, she would have -- what</p> <p>22 you are saying, I think, is that she</p> <p>23 would have given you the money, but</p> <p>24 you would also have reported it on a</p> <p>25 W-2?</p>

BRIAN MULLANEY - VOLUME II

A Yes.

MR. CURCHACK: Okay.

I think that's it.

THE WITNESS: You are a saint.

Thank you so much.

(Whereupon Testimony Concluded at 3:16 p.m.)

\*\*\* ERRATA SHEET \*\*\*

TRANSPERFECT DEPOSITION SERVICES

216 E. 45th Street, Suite #903

NEW YORK, NEW YORK 10017

(212) 400-8845

CASE: IN RE: WONDERWORK, INC., USBC SDNY

DATE: AUGUST 17, 2017

WITNESS: BRIAN MULLANEY REF: 19385

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BRIAN MULLANEY

Subscribed and sworn to before me

this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Notary Public

I, S. Arielle Santos, a Registered Professional Reporter, Certified Shorthand Reporter and Certified LiveNote Reporter do hereby certify:

That prior to being examined, the witness named in the forgoing deposition, was by me duly sworn to testify the truth, the whole truth, and nothing but the truth. That said deposition was taken before me at the time and place set forth and was taken down by me in shorthand and thereafter reduced to computerized transcription under my direction and supervision, and I hereby certify the foregoing deposition is a full, true and correct transcript of my shorthand notes so taken.

I further certify that I am neither counsel for nor related to any party to said action nor in anywise interested in the outcome thereof.

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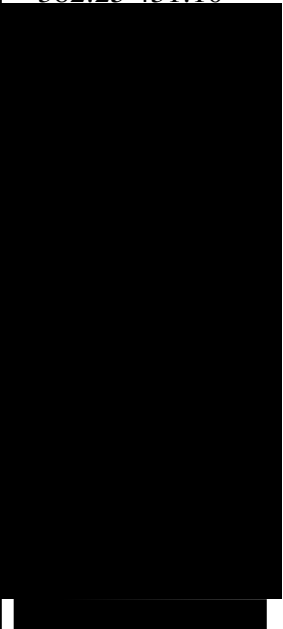



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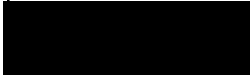
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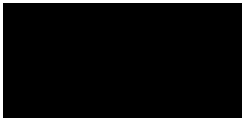
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514:15 539:19,25 541:2,7,12,21,24 558:6 559:12 564:18 574:16 579:23 595:4 <b>2017</b> 296:15 297:5 299:12 300:12 344:10 383:4,17 457:6,10 542:4 607:4 <b>2018</b> 333:3 480:7 <b>2019</b> 418:25 480:7 <b>2020</b> 421:25 422:15 <b>2021</b> 421:25 422:15 <b>21</b> 299:12 301:14 344:14 480:15 481:11 559:11 <b>2100</b> 601:5 <b>212</b> 607:3 <b>216</b> 607:2 <b>22</b> 299:14,16 362:11,15 367:3 <b>22,000</b> 601:7,23 <b>221</b> 379:18 <b>224263</b> 299:22 417:25 <b>224264</b> 299:23 418:2 <b>2254</b> 299:15 362:13 <b>2258</b> 362:22 <b>2259</b> 299:15 362:14 <b>227</b> 302:23,25 <b>23</b> 299:17 300:4 389:13 390:3 443:17 575:8,12 <b>23rd</b> 453:14 <b>24</b> 299:18 349:2,5 390:15,17 576:5 <b>241,000</b> 534:17 <b>25</b> 299:12,19 300:17 333:7 344:10 377:12 379:2,5 380:22 400:3 405:14,24 464:14 <b>25th</b> 534:16 <b>25,000</b> 510:23	<b>250</b> 321:5 416:25 436:13 444:14 446:4 451:5 460:5 533:23 535:16 <b>250,000</b> 539:21 541:5 603:22 <b>26</b> 299:21 362:9,10 417:19 418:3 <b>27</b> 299:8,24 313:7 316:15 317:4 420:25 421:4 <b>2785</b> 585:12 <b>28</b> 300:1 426:22 427:6 <b>285</b> 538:17,18 <b>285,000</b> 534:18 <b>286</b> 306:16 <b>29</b> 300:3 430:2,3,5 446:15 <b>29th</b> 494:5 <hr/> <b>3</b> <b>3</b> 384:19 430:25 431:8 440:4 483:2 551:16 559:22 <b>3.3</b> 579:16 <b>3:16</b> 605:8 <b>30</b> 300:4 301:12 304:13 381:15 384:12 443:16,21 453:19,23 499:14 501:17 517:10 523:6 542:15 575:18 <b>30,000</b> 541:19 572:10 <b>300</b> 539:21 <b>300,000</b> 380:13,15 541:14 <b>31</b> 300:5 445:4,10 446:22 453:16,17 <b>313</b> 299:7 <b>316,000</b> 534:19 <b>32</b> 300:7 451:14,18 <b>33</b> 300:9 405:14 456:13,20 <b>334</b> 299:10	<b>33625-1</b> 300:18 464:16 <b>34</b> 300:12 457:13 <b>342</b> 299:11 <b>344</b> 299:12 <b>345</b> 296:13 297:3 298:15 <b>35</b> 300:14 367:23 380:22 384:12 458:6,11 <b>350</b> 298:21 <b>36</b> 300:16 461:10 <b>362</b> 299:14 <b>367</b> 299:16 <b>37</b> 300:17 464:8,9 464:12 <b>370</b> 440:3 <b>38</b> 300:19 490:10 491:9 492:14 <b>389</b> 299:17 <b>39</b> 300:22 491:7 492:6,15 502:19 556:19,20 <b>39,583</b> 582:23 <b>390</b> 299:18 <hr/> <b>4</b> <b>4</b> 346:10 360:20,24 440:5 492:24 525:22 527:18,20 527:22 528:5 536:16,17 570:16 577:9 <b>4.5</b> 342:9 346:9 <b>4.6</b> 303:24 <b>40</b> 300:24 381:15 499:14 500:18 503:17,24 <b>400,000</b> 459:24 <b>400-8845</b> 607:3 <b>405</b> 299:19 <b>41</b> 301:1 505:9 <b>417</b> 299:21 <b>42</b> 301:2 506:8,10 <b>420</b> 299:24 396:16 <b>42023</b> 299:11 342:16	<b>426</b> 300:1 <b>43</b> 301:3 516:18,19 516:20 <b>430</b> 300:3 <b>44</b> 301:6 517:3,6 <b>443</b> 300:4 <b>445</b> 300:5 <b>45</b> 301:7 379:21 524:21 <b>45th</b> 607:2 <b>450</b> 469:25 526:20 <b>450,000</b> 469:4 470:19 <b>451</b> 300:7 <b>456</b> 300:9 <b>457</b> 300:12 <b>458</b> 300:14 <b>46</b> 301:9 540:5 <b>461</b> 300:16 <b>464</b> 300:17 <b>47</b> 301:11 542:10 542:16 550:8 <b>475</b> 526:20 533:7 533:23,23 535:15 582:17 594:4 <b>475,000</b> 533:8 534:11 535:24,25 <b>48</b> 301:13 551:8,12 <b>49</b> 301:14 559:13 <b>490</b> 300:19,22 <hr/> <b>5</b> <b>5</b> 300:13 360:21,25 406:21 416:10,13 422:14 457:12 509:7 <b>5th</b> 429:5 <b>5.18</b> 419:2 <b>50</b> 301:15 309:6,7 389:21 412:7 467:17 523:5 566:22 567:12 586:21 593:6 <b>50-year-olds</b> 568:7 <b>500</b> 364:8 388:13 429:24 468:22 469:23	<b>500s</b> 330:16 <b>500,000</b> 346:10 450:6 466:18 471:9 <b>503</b> 300:24 <b>505</b> 301:1 <b>506</b> 301:2 <b>51</b> 301:16 572:9,22 573:4 <b>516</b> 301:3 <b>517</b> 301:6 <b>52</b> 301:19 523:21 574:14,19 <b>524</b> 301:7 <b>53</b> 301:20 579:8,14 <b>539</b> 301:9 <b>54</b> 301:21 581:8,11 <b>542</b> 301:11 <b>55</b> 301:22 584:12 <b>551</b> 301:13 <b>559</b> 301:14 <b>56</b> 301:24 600:15 600:18 <b>566</b> 301:15 <b>572</b> 301:16 <b>574</b> 301:19 <b>579</b> 301:20 <b>581</b> 301:21 <b>584</b> 301:22 <b>59</b> 456:19 <hr/> <b>6</b> <b>6</b> 300:1 301:24 360:21,25 388:5 426:24 490:19 509:25 510:25 514:8 515:3 599:8 600:13,19 <b>6th</b> 599:15,18 <b>60</b> 377:8 379:4 568:6 <b>600</b> 301:24 <b>61-7</b> 457:19 <b>65</b> 345:11 <hr/> <b>7</b> <b>7</b> 574:15 575:7
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<b>7.5</b> 335:15 338:3 444:10 <b>70</b> 429:23 <b>70th</b> 534:18 <b>700</b> 426:8 <b>7285</b> 599:5,12 <b>7287</b> 587:20 591:5 <b>7589</b> 300:2 427:4 <b>7593</b> 427:12 <b>76th</b> 538:14 <b>7600</b> 427:25 428:7 <b>7605</b> 428:25 <b>7607</b> 300:2 427:5 <b>7826</b> 590:3	<b>9950</b> 431:16 436:9 436:23,24 444:13 446:4,8			
<b>8</b>				
<b>8</b> 299:21 417:20 532:21 <b>80</b> 452:2,8 593:5 <b>8108</b> 300:6 445:6 <b>8109</b> 445:23 450:14 <b>8111</b> 445:23 446:21 <b>81113</b> 447:21 <b>8115</b> 448:5 <b>8118</b> 449:11,12,13 <b>8122</b> 300:6 445:7 <b>8544</b> 299:8 313:8 <b>8552</b> 313:10 <b>8553</b> 299:9 313:9				
<b>9</b>				
<b>9</b> 312:10 332:18 <b>9,700,000</b> 432:7 <b>9.7</b> 435:19 <b>9.75</b> 435:13 <b>9.9</b> 481:13 <b>9.95</b> 436:3,7 <b>9:00</b> 296:15 297:5 <b>90</b> 406:19 440:9 540:16,23 <b>90th</b> 534:24 <b>900,000</b> 388:8 <b>92,000</b> 333:20 542:2,2,5 <b>99</b> 560:3,5 <b>990s</b> 330:19,19 367:13				

MULLANEY  
EXHIBIT 18

P.O. Box 96054, Washington, DC 20090-6054

**BURN  
RESCUE**  
Life-changing surgeries for  
severely burned children.



## Double Your Donation

*Will you please help today?*

FINELAY FOLDED FLAP

Client/Job: WW\_1302\_FS\_SA\_CFOE  
Size: 9.5" x 4.125" (#10)  
Color: CMYK

Stock: White  
Window Specs: N/A



**EXHIBIT -18**

Brian Mullaney

8/17/17

S. Arielle Santos, RPR, CSR

**TransPerfect Legal**



BurnRescue  
PO Box 96054  
Washington, DC 20090-6054

Attention: Brian



Full gift to BurnRescue, which is a Member Work charity program is very much appreciated and truly does make a difference. A copy of our latest financial report may be obtained by writing to 425 H In Avenue, 77011 Road, New York, NY 10016, 212-725-3195. If you are a resident of one of these states, you may obtain financial information directly from the state agency. FLORIDA - A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL-FREE, 1-800-462-7532. HELP-FLA WITHIN THE STATE. REGISTRATION DOES NOT IMPLY ENDORSEMENT OR APPROVAL, OR RECOMMENDATION BY THE STATE. PENNSYLVANIA - For the cost of copies and postage, call 1-888-248-6162. Registration by the Secretary of State does not imply endorsement or guarantee of official registration and financial information may be obtained from the Pennsylvania Department of State, Office of the Secretary of State, Harrisburg, PA 17101. MISSISSIPPI - The SECRETARY OF STATE'S OFFICE MAY BE CONTACTED FOR INFORMATION ON THE CHARITABLE SOLICITATION AND THE REGISTRATION OF CONTRIBUTIONS RECEIVED BY THE CHARITY. THE LAST REGISTRATION FEE THAT WAS DEDICATED TO THE CHARITABLE PURPOSE MAY BE OBTAINED FROM THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY BY CALLING (973) 504-6215 AND IS AVAILABLE ON THE INTERNET AT WWW.JUDICIALCOURTS.NJ.GOV. NEW YORK - OFFICE OF THE ATTORNEY GENERAL, 120 WALL STREET, NEW YORK, NY 10038. THE LICENSE IS NOT AN ENDORSEMENT BY THE STATE. PENNSYLVANIA - The official registration and financial information of BurnRescue which is a Member Work charity program may be obtained by calling toll-free, 1-800-742-4999. Registration does not imply endorsement. VIRGINIA - Virginia State Office of Consumer Affairs, Department of Agriculture and Forestry, P.O. Box 1182, Richmond, VA 23216. MISSISSIPPI - The official registration and financial information of BurnRescue which is a Member Work charity program may be obtained by calling toll-free, 1-800-462-7532. HELP-FLA WITHIN THE STATE. REGISTRATION DOES NOT IMPLY ENDORSEMENT OR APPROVAL, OR RECOMMENDATION BY THE STATE.

Client/Job: WW\_1302\_BR\_CTRL\_RE  
Size: 8.875" x 3.875" (#9)  
Color: PMS2727



Stock:  
Special Instructions:

## Burn Rescue Control Photo Inserts



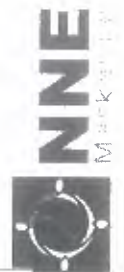
Stock:  
Special Instructions:

Client/Job: WW\_1302\_BR\_CTRL\_INS

Size: 3.5" x 5.5"

Color: C M Y K





Client/Job: WW\_1302\_BR\_CTRL\_INS  
Size: 3.5"x 5.5"  
Color: K

Stock:  
Special Instructions:

More than 15 million  
severely burned  
children are waiting  
for surgery they will  
never receive unless  
someone helps them.



Client/Job: WW\_1302\_BR\_CTRL\_INS

Size: 3.5"x 5.5"

Color: C M Y K



Stock:  
Special Instructions:

When this boy  
tried to free his  
kite from some  
wires he was  
electrocuted -- and  
severely burned.  
They had to  
amputate his right  
arm at the elbow.

Stock:  
Special Instructions:

Client/Job: WW\_1302\_BR\_CTRL\_INS  
Size: 3.5" x 5.5"  
Color: K







Client/Job: WW\_1302\_BR\_CTRL\_INS  
Size: 3.5"x5.5"  
Color: C M Y K

Stock:  
Special Instructions:



Women and children suffer the most from burns. This girl suffered severe scalding burns from a tipped over pot of boiling water. Her injuries and disfigurement will haunt her her entire life and may make it impossible for her to marry, which in a developing country is unthinkable.



**NNE**  
Marketing

Client/Job: WW\_1302\_BR\_CTRL\_INS  
Size: 3.5"x 5.5"  
Color: K

Stock:  
Special Instructions:



## DOUBLE YOUR DONATION TODAY

Yes, I want to help a suffering child...

- ☐ \$86 will be doubled to \$172  
☐ \$171 will be doubled to \$342

- ☐ \$128 will be doubled to \$256  
☐ \$\_\_\_\_\_ (Any amount can be doubled!)

Donate online at

BurnRescue.org



( ) If you prefer to charge your gift to a credit card please check here and see other side. Please make check payable to BurnRescue.

0010221778 BR13022701XXX116RE

# BURN RESCUE

Life-changing surgeries for  
severely burned children.

## DOUBLE YOUR DONATION TODAY

February 27, 2013

Dear Friend,

I am writing to you from 35,000 feet, on a 9-hour flight home, exhausted, from my very last trip of a very busy year.

Of all the trips I've taken over the past 12 months, to Africa, Asia and about a dozen other places, this one was one of the most important because it was to meet with our largest donor. I showed him everything we accomplished over the past year: how much money we raised and how many lives we helped change. He was impressed. But I must tell you, what made the biggest impact wasn't the data or the graphs. It was the pictures. The faces. And the stories of the children we helped this year. (I have enclosed some of the photos.)

During our meeting, this donor didn't say much. But when I tell you what he and his sister have done, you may be as excited as I am. Our largest donor has given us a matching gift that will double every donation we receive over the next four weeks: \$86 donations become \$172, \$128 donations become \$256 and \$171 donations become \$342.

This matching gift means the world to us during very difficult economic times. And it means even more to our partner hospitals who turn away children every day due to lack of funds. I hope this opportunity means something to you too.

Will you please consider sending us another donation?

As always, we'll use 100% of your donation to pay for programs that help children - 0% will go towards overhead or administration.

Millions of severely burned children will never receive surgery unless someone helps them.

With this grant, you can be that someone.



Thanks for  
helping us!

Brian Mullaney  
Co-Founder

P.S. If you have any feedback, ideas or suggestions, I would love to hear from you. Please email me directly at [Brian@BurnRescue.org](mailto:Brian@BurnRescue.org) or call me at 212-729-3166.

P.P.S. Remember, BurnRescue is a WonderWork charity program which means we share office space, personnel and computers with other charity programs to keep our overhead expenses very, very low.

000099

BurnRescue, P.O. Box 96054, Washington, DC 20090-6054 [www.BurnRescue.org](http://www.BurnRescue.org)

WON-EX 8552



Visit our web site at [www.BurnRescue.org](http://www.BurnRescue.org) to make a secure donation online.  
Enclosed is my check payable to BurnRescue. If you prefer, we accept:

☐ MasterCard    ☐ VISA    ☐ American Express    ☐ Discover

Card# \_\_\_\_\_ CVV# \_\_\_\_\_ Exp. Date \_\_\_\_\_ / \_\_\_\_\_

Signature \_\_\_\_\_

BurnRescue sometimes allows other worthy organizations to mail to our donors. If you do not wish to receive these mailings or if you'd like to change the frequency of mailings from us, let us know. We are happy to respect your wishes. BurnRescue is a WonderWork charity program. WonderWork is a 501 (c)(3) nonprofit, charitable organization recognized by the IRS. All donations are tax deductible in accordance with the law.



Life-changing surgeries for severely burned children.

P.O. Box 96054

Washington, DC 20090-6054

### They could pick any charity in America. Here's why they chose BurnRescue...



Christie Brinkley,  
Model, Author, Actor

"What really makes me smile is knowing that a small donation can help give a desperate child a miracle cure that will change their life."



Bryan Cranston, Actor

"The best thing about BurnRescue is knowing that every single donation, big or small, really makes a difference."



Alex Trebek, Host of Jeopardy!

"I've seen firsthand the suffering of these children and their parents. These life-changing cures are modern-day medical miracles."



Sir Ben Kingsley, Actor

"These cures are true modern-day medical miracles...they can give a child a 2nd chance at life."



Mariska Hargitay, Actor

"To end the suffering of children: an absolutely, completely, entirely wonderful endeavor."



Drew Ordon,  
TV Host, The Doctors

"You don't have to be a surgeon to make these miracles happen. Your donation can change the life of a child forever."



Howie Mandel,  
Comedian and Game Show Host

"I know talent when I see it. Like when a surgeon saves a child's life. Let's keep these miracles coming!"



Jane Kaczmarek, Actor

"I have seen with my own eyes, the incredible impact these doctors can have on the life of a small child. Please join me and help make a miracle happen for a child no one else will help."

MULLANEY  
EXHIBIT 19

**From:** Brian Mullaney [brian@wonderwork.org]  
**Sent:** Friday, April 18, 2014 4:47 PM  
**To:** Karen Lazarus  
**Subject:** Re: revised letters

You are saying that we projected we would spend \$452,000 and get only 956 donors? Please look at the projections if you are confused. You are saying that we got ten times as many donors as projected which is a little much.

I assume we projected our cost to raise a dollar for all these months was around \$2 – can you please find what it actually was?

That would mean revenue would be half the expenses. So for October, \$225,000 in revenue and \$225,000 in net costs. Divide the new revenue of \$225,000 by projected cost per donor of \$42.50 and that gives you 5,284 new donors.

We did almost twice as well by getting 8,293 donors.

Does this make sense now?

B.

**Brian Mullaney**  
Co-Founder/CEO  
WonderWork  
420 Fifth Avenue, 27th Floor  
New York, NY 10018  
tel: 212.729.1855  
cell: 917.902.7550  
email: [brian@wonderwork.org](mailto:brian@wonderwork.org)  
[www.WonderWork.org](http://www.WonderWork.org)

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**From:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>  
**Date:** Friday, April 18, 2014 4:36 PM  
**To:** brian mullaney <[brian@wonderwork.org](mailto:brian@wonderwork.org)>  
**Subject:** Re: revised letters

**Question - Let's drop the cost per donor column and create an incremental donors column. Derve projected donors by dividing expenses by projected \$42.50 cost per donor we had projected.**

I know you say here to derive projected donors by dividing expenses by cost/new donor, but it's actually based on the net, not the gross expense. Here, I've projected the new donors based on the ACTUAL net revenue. Is this what you are intending to show? As far as incremental donors go, how do you want to show that?

Mailing	Letters Mailed	Expense	Revenue	Projected New Donors	Actual New Donors
October	1,498,291	\$452,573	\$493,199	956	8,293
November	1,945,752	\$634,624	\$604,195	716	11,572
December	1,842,924	\$601,085	\$433,350	3,947	8,454
January	2,019,406	\$604,826	\$442,705	3,815	9,338
Totals	7,306,373	\$2,293,108	\$1,973,449	9,433	37,657

**EXHIBIT -19**

Brian Mullaney

8/17/17

S. Anelle Santos, RPR, CSR  
TransPerfect Legal

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**From:** Karen Lazarus <[brian@wonderwork.org](mailto:brian@wonderwork.org)>

**Date:** Friday, April 18, 2014 4:20 PM

**To:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>

**Subject:** Re: revised letters

Thanks.

Just choose with whatever font you like the best.

Balance of the loan is how much they gave us - which doesn't go down unless they forgive a portion of it - and the interest which accrues over time. I want to show interest earned to date, not projected interest which may or may not happen. Think of it like a savings account at a bank - want them to know how their account is doing.

Let's get true format done and looking good and we can plug in hana's correct numbers Monday.

Thanks

B.

**Brian Mullaney**

Co-Founder/CEO

WonderWork

420 Fifth Avenue, 27th Floor

New York, NY 10018

tel: 212.729.1855

cell: 917.902.7550

email: [brian@wonderwork.org](mailto:brian@wonderwork.org)

[www.WonderWork.org](http://www.WonderWork.org)

---

**From:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>

**Date:** Friday, April 18, 2014 4:11 PM

**To:** brian mullaney <[brian@wonderwork.org](mailto:brian@wonderwork.org)>

**Subject:** Re: revised letters

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**From:** Karen Lazarus <[brian@wonderwork.org](mailto:brian@wonderwork.org)>

**Date:** Friday, April 18, 2014 3:46 PM

**To:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>

**Subject:** Re: revised letters

Thanks.

How about Courier new condensed? Unless you want to try something else. I think it should look typewriterish. I just tried about 10 different fonts (including "condensed" versions; unfortunately I don't have Courier New Condensed as an option). It still comes out to 3 pages.

Let's drop the cost per donor column and create an incremental donors column. Derve projected donors by dividing expenses by projected \$42.50 cost per donor we had projected. please delete sentence that says all acquisition appeals lose money. That will just confuse them. Got it.

Regarding balance of the loan - how do you know whose money we are spending? It all went in to one pool. Exactly, which was why I was asking you how you wanted to treat everyone's letter. I was confused as to what you had meant by "balance of loan." I thought you wanted to deduct the monies spent against the loan.



Also, what do you mean interest for 5 years when it has only been one year – and different time periods for each investor. I was referring to your comment here that talks about the balance of the loan. "loan balance is the amount he loaned us PLUS the interest." So, this "balance of the loan" amount is \$7.5MM plus his interest to date? Different amounts also for Bill who gave us the money at different times. I want to show them how much interest they have earned that WE OWE THEM so far, to date. Yes, I understand the interest to date. I figured Hana has this info accurately. She's just not here now.

I am sorry but I just filled in numbers for position only as I don't know the accurate numbers.

Thanks  
B.

**Brian Mullaney**  
Co-Founder/CEO  
WonderWork  
420 Fifth Avenue, 27th Floor  
New York, NY 10018  
tel: 212.729.1855  
cell: 917.902.7550  
email: [brian@wonderwork.org](mailto:brian@wonderwork.org)  
[www.WonderWork.org](http://www.WonderWork.org)

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**From:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>  
**Date:** Friday, April 18, 2014 3:38 PM  
**To:** brian mullaney <[brian@wonderwork.org](mailto:brian@wonderwork.org)>  
**Subject:** Re: revised letters

Take a look at the spreadsheet I used to get the numbers in the letter. Might be helpful in answering your first question...I think.

Regarding the typeface, yes, we've used American Typewriter in the past. I thought you specifically had chosen this one since I had never seen it before. In any event, American Typewriter is even bigger than this font, so it may not be the best choice. If you want this down to 2 pages, no matter what font we choose, I think we're going to have to cut copy.

Regarding the "balance of the loan", I understood it to mean how much of their loan was left that we didn't spend. But from what you mentioned, that is not what you intend it to mean. You said his "loan balance is the amount he loaned us PLUS the interest." So, 7.5MM, plus 387K interest over 5 years (need to double check this with Hana)? You had filled in \$1,000,000... which I guess is what initially threw me off.

---

**From:** Karen Lazarus <[brian@wonderwork.org](mailto:brian@wonderwork.org)>  
**Date:** Friday, April 18, 2014 3:04 PM  
**To:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>  
**Subject:** Re: revised letters

Thanks.

Can you please derive projected donors by expense and projected cost per new donor of \$41 – or whatever the accurate number is.

Can you put loan info at end of letter, under the signature.

I am not crazy about this typeface – what do we usually use – american type writer? I am open to anything. Need to

condense is and try to get to two pages.

What were you talking about balance of loan and all of that? I want to make sure I understand what you were questioning.

Thanks

B.

**Brian Mullaney**  
Co-Founder/CEO  
WonderWork  
420 Fifth Avenue, 27th Floor  
New York, NY 10018  
tel: 212.729.1855  
cell: 917.902.7550  
email: [brian@wonderwork.org](mailto:brian@wonderwork.org)  
[www.WonderWork.org](http://www.WonderWork.org)

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**From:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>  
**Date:** Friday, April 18, 2014 2:57 PM  
**To:** brian mullaney <[brian@wonderwork.org](mailto:brian@wonderwork.org)>  
**Subject:** Re: revised letters

Let me know what you think here. Maybe we can discuss over the phone?

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**From:** Karen Lazarus <[brian@wonderwork.org](mailto:brian@wonderwork.org)>  
**Date:** Friday, April 18, 2014 1:21 PM  
**To:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>  
**Subject:** FW: revised letters

Sorry about that.

I sent this 2 hours ago.

B.

**Brian Mullaney**  
Co-Founder/CEO  
WonderWork  
420 Fifth Avenue, 27th Floor  
New York, NY 10018  
tel: 212.729.1855  
cell: 917.902.7550  
email: [brian@wonderwork.org](mailto:brian@wonderwork.org)  
[www.WonderWork.org](http://www.WonderWork.org)

---

**From:** brian mullaney <[brian@wonderwork.org](mailto:brian@wonderwork.org)>

**Date:** Friday, April 18, 2014 11:13 AM

**To:** DeLois Greenwood <[delois@wonderwork.org](mailto:delois@wonderwork.org)>, Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>

**Subject:** revised letters

Karen, please stick on stationery so I can see if I need to cut.

Thanks

B.

---

**Brian Mullaney**

Co-Founder/CEO

WonderWork

420 Fifth Avenue, 27th Floor

New York, NY 10018

tel: 212.729.1855

cell: 917.902.7550

email: [brian@wonderwork.org](mailto:brian@wonderwork.org)

[www.WonderWork.org](http://www.WonderWork.org)

MULLANEY  
EXHIBIT 20



**From:** Brian Mullaney  
**Sent:** Tuesday, December 20, 2016 2:00 PM  
**To:** Karen Lazarus  
**CC:** DeLois Greenwood; Hana Fuchs; Vera Eastman; Janet Huang  
**Subject:** Re: [REDACTED] a huge box of cookies and and even bigger donation \$125,000

**SysUserProp:** 88334F2CCA0D8E51C8530404366F9B82

Great news, thanks.

Please send thank you letter that acknowledges 100% of his donations will be used for surgeries.

Just because he receives a cultivation letter doesn't mean anything.

His expectation has been always that all of his donations are going towards surgeries.

Just because we don't repeat that in every single letter, phone call, email, doesn't mean his expectation is any different.

Thanks, I will call and thank him.

b

**Brian Mullaney**  
Co-Founder/CEO

WonderWork  
411Fifth Avenue, Suite 702 **NEW ADDRESS!**  
New York, NY 10016  
tel: 212.729.1855  
cell: 917.902.7550  
email: [brian@wonderwork.org](mailto:brian@wonderwork.org)  
[www.WonderWork.org](http://www.WonderWork.org)

[Watch two blind sisters see their mom for the first time!](#)

More than 15,000,000 people have watched this heart-warming video so far. It was the #1 watched video on the National Geographic website for more than a year.



**TIME magazine named WonderWork "One of 10 Ideas That Can Change The World."**

**EXHIBIT -20**

Brian Mullaney

8/17/17

S. Anielle Santos, RPR, CSR  
**TransPerfect Legal**

**From:** Karen Lazarus <[karen@wonderwork.org](mailto:karen@wonderwork.org)>  
**Date:** Tuesday, December 20, 2016 at 1:57 PM  
**To:** Brian Mullaney <[brian@wonderwork.org](mailto:brian@wonderwork.org)>  
**Cc:** DeLois Greenwood <[delois@wonderwork.org](mailto:delois@wonderwork.org)>, Hana Fuchs <[hana@wonderwork.org](mailto:hana@wonderwork.org)>, Vera Eastman <[vera@wonderwork.org](mailto:vera@wonderwork.org)>, Janet Huang <[janet@wonderwork.org](mailto:janet@wonderwork.org)>  
**Subject:** [REDACTED] - a huge box of cookies and and even bigger donation 25,000

This morning we received a box of cookies from [REDACTED] (those great Italian Christmas cookies he always sends).

And just a little while ago, we received a UPS overnight package with 2 checks from [REDACTED]  
[REDACTED]: \$100,000 and \$25,000. Not sure why he wrote 2 checks, but maybe the  
\$25,000 was an afterthought!

**CUMM (with the new \$125k): \$608,172**

Anyway, I think you'll probably want to call him asap: [REDACTED]

He recently got the CULTIVATION piece.

Thanks.  
Karen

MULLANEY  
EXHIBIT 21

**From:** Vera Eastman [vera@wonderwork.org]  
**Sent:** Wednesday, January 25, 2017 10:42 AM  
**To:** Brian Mullaney; DeLois Greenwood; Hana Fuchs; Janet Huang; Karen Lazarus  
**Subject:** Re: Marketing Meeting Notes 1/24/17

Marketing Meeting Notes 1/24/17  
Attendees: Brian, DeLois, Hana, Janet, Karen, Vera

**Major Donors:**

BM will write letter for February (second Bangladesh letter) – will send to WonderWork only. 20/20/20 donors have been folded back into standard renewal to receive nicer versions of DM.

We will do grant proposal again, possibly using return postage as a back test. We may also highlight surgery and # surgeries as we did last year. This year, it was a bit buried.

**Standard Renewal:**

Brian will re-write copy for Annual Appeal for March renewal.

For major donors, we will ask CDR to price out a different version – make OE and letter look more handmade, take off picture and headline on OE, move bar code down on OE, make letter look more like stationary – no headline, etc, keep reply slip separate, use 8 1/2 x 11, Kings Things font. For letter, remove old board members, add Jim Poehling and update Kokich. We can remove some color, if need be. Too much differentiation could cause the cost to increase significantly.

We will put Spring Match Gift on hold until we receive funds to match. We will ask [REDACTED] if his gift can be used to match the deficit we currently have (~\$65k).

Once and Done – looks good. We will send again using the next best retention piece other than match – most likely Annual Appeal for March for all causes.

**Misc:**

100% claim, we will remove mention of founding donor on stationary, web, and everywhere else it appears. Funding for overhead will come from the \$7MM unrestricted funds in the bank.

For pre-invoicing, we will ask CDR if we can give them a lump sum of money for them to manage to pay for pre-invoices, as paying urgent invoices from our office is a difficulty.

We will table privacy policy issue until we have more time. BM wants to add privacy policy to the next board meeting agenda. We'll send the data to U Chicago for the IRS study, but Brian did not want to revise the policy to mention sending data to 3rd party like some charities do.

Brian will call Angela regarding their outstanding invoices and their vendors' outstanding invoices. We no longer have a critical vendor list.

Thanks.

Vera Eastman  
Marketing and Development Manager  
WonderWork

411 Fifth Avenue, Suite 702 **NEW ADDRESS!**  
New York, NY 10016  
tel: 212.729.1855 ext. 106  
email: vera@wonderwork.org  
skype: vera\_wonderwork  
www.WonderWork.org

**EXHIBIT -21**

Brian Mullaney

8/17/17

S. Arielle Santos, RPR, CSR  
**TransPerfect Legal**

Watch two blind sisters see their mom for the first time!

Almost 10,000,000 people have watched this heart-warming video so far. It was the #1 watched video on the National Geographic website for more than a year.

Miracle surgeries for children.  
**wonder  
work**



[Like us](#)

[Follow Us](#)

TIME magazine named WonderWork "One of 10 Ideas That Can Change The World."

MULLANEY  
EXHIBIT 22





27395



During  
chubasco

ATTACH CHECK ENCLOSED FOR:



Help twice as many children born with clubfoot.

EXHIBIT -22

Brian Mullaney

8/17/17

S. Arielle Santos, RPR, CSR

**TransPerfect Legal**



WON-EX 2254

[illegible]

*Time Magazine* recognized us as "an idea that will change the world."

TKM

WON-EX 2255





WON-EX 2256

46312



157-035-000

12345678910

Figure 1

45051621  
01040000  
00000000

# FirstStep

PO Box 96055  
Washington, DC 20090-6055

DOI: 10.1002/for

First Step is a Wonder Work charity program. Your gift is very much appreciated and has been made on a letterable contribution. A copy of our latest financial report may be obtained by writing to Wonder Work, Inc. 420 Fifth Avenue, 27th Floor, New York, NY 10018, 212-729-4471. If you are a resident of one of the states, you may obtain financial information directly from the state agency. FLORIDA - A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL FREE, 1-800-438-7332. HELP PLAN WITHIN THE STATE. REGISTRATION DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION BY THE STATE. FLORIDA REGISTRATION NUMBER: C-366458. GEORGIA - A full and true description of our programs and our financial statement summary is available upon request of the office and phone number is listed above. MARYLAND - For the most up-to-date information, contact the State, State House, Annapolis, MD 21401. MICHIGAN - The official registration and financial information may be obtained from the Michigan Secretary of State, 1400 Zeeb Road, Lansing, MI 48906. NEW JERSEY - INFORMATION FILED WITH THE ATTORNEY GENERAL CONCERNING THIS CHARITABLE SOLICITATION AND THE PERCENTAGE OF CONTRIBUTIONS RECEIVED BY THE CHARITY DURING THE LAST REPORTING PERIOD THAT WERE DEDICATED TO THE CHARITABLE PURPOSE MAY BE OBTAINED FROM THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY BY CALLING, 609-504-6215 AND IS AVAILABLE ON THE INTERNET AT <http://www.state.nj.us/charities>. NEW YORK - REGISTRATION WITH THE ATTORNEY GENERAL DOES NOT IMPLY ENDORSEMENT. NEW YORK - A COPY OF ITS LICENSE AND A COPY OF ITS FINANCIAL STATEMENT MAY BE OBTAINED FROM THE ATTORNEY GENERAL OF THE STATE OF NEW YORK, 120 Broadway, New York, NY 10037. NORTH CAROLINA - FINANCIAL INFORMATION ABOUT THIS ORGANIZATION AND A COPY OF ITS LICENSE ARE AVAILABLE FROM THE STATE SOLICITATION LICENSING BRANCH AT 1-888-8-31-4889. THE LICENSE IS NOT AN ENDORSEMENT BY THE STATE. PENNSYLVANIA - The official registration and financial information of Wonder Work may be obtained from the Pennsylvania Department of State by calling toll-free, within Pennsylvania, 1-800-732-6999. REGISTRATION DOES NOT IMPLY ENDORSEMENT. VIRGINIA - Virginia State Office of Consumer Affairs, Department of Agricultural and Consumer Services, PO Box 1163, Richmond, VA 23218. WASHINGTON - Charles E. Wilson, Office of the Secretary of State, State of Washington, Olympia, WA 98504-0422, 1-800-332-4483. WEST VIRGINIA - Residents may obtain a summary of the registration and financial documents from the Secretary of State, State Capital, Charleston, WV 25305. Registration with any of these state agencies does not imply endorsement, approval or recommendation by any state.

27394

## DOUBLE THE IMPACT OF YOUR SUPPORT

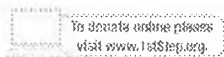
Yes, I want to help a suffering child...

- ( ) \$1,000 that can be **doubled** to \$2,000
- ( ) \$875 that can be **doubled** to \$1,750
- ( ) \$750 that can be **doubled** to \$1,500
- ( ) \$500 that can be **doubled** to \$1,000
- ( ) \$\_\_\_\_\_ any amount can be **doubled**!



☐ Please send me updates about FirstStep.

My credit card/number is:



To change your gift to a credit card, please see other side.

0010032423 CR14010201XX1129RE

This "check" has special meaning to children with clubfoot!

Pay To The  
Order Of: FirstStep

\$ 500

The Sum Of: Five Hundred and 00/100 Dollars

Ms. [REDACTED]



0010032423 CR14010201XX1129RE



P.O. Box 96055  
Washington, DC 20080-6055  
www.1stStep.org

**Save *twice* as many children from  
a lifetime of pain and suffering!**

Dear [REDACTED]

The simulated "check" you are holding in your hand that I've attached to this letter has a very special meaning to children born with clubfoot. It's for the exact amount that you gave to FirstStep in March, 2013, that was put to work curing a young child born with clubfoot.

Somewhere in the world, a child will be walking — probably for the first time in his or her life — simply because you made a gift.

That "check" also has another purpose: a group of our major supporters have committed to matching any amount you give to this appeal, like the \$500 you so generously sent a few months ago.

Send a gift of \$500 and our donors will match it **dollar-for-dollar**, thereby providing \$1,000 in funds to help twice as many children.

A larger gift of \$750 can be doubled to \$1,500...

...or a most generous gift \$875 can have twice the impact to help twice as many children when doubled to \$1,750.

There's only one "string" attached to this offer: in order to put the funds to work as soon as possible, our supporters have set a **deadline of February 28** for gifts to be matched.

This is unexpected — but terrific — news, and a tremendous opportunity to help thousands of children whose families could never afford the \$250 life-changing, lifesaving cure for clubfoot!

(over, please)



Visit our web site at [www.wonderwork.org](http://www.wonderwork.org) to make a secure donation online.

If you prefer, we accept:



Card # \_\_\_\_\_

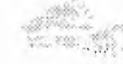
CW# \_\_\_\_\_

Exp. Date \_\_\_\_\_

Signature \_\_\_\_\_



WonderWork is a 501(c)(3) nonprofit organization. We do not wish to receive these mailings or if you'd like to change the frequency of mailings from us, let us know. We are happy to respect your wishes. WonderWork is a WonderWork charity program. WonderWork is a 501(c)(3) nonprofit charitable organization recognized by the IRS. All donations are tax deductible in accordance with the law.



P.O. Box 96030  
Washington, DC 20090-6030

The miracle procedure we support is **not** expensive, **not** invasive, and **virtually 100 percent effective** in curing even the most severe forms of clubfoot permanently.

Using plaster casts that gradually straighten twisted feet into the proper position, a child's clubfoot can be corrected. It is amazing that such a simple procedure can last forever and cost so little.

But families that earn only a dollar or two a day can never afford the \$250 cost — they can only hope and pray that someone like you can help their young child...

...and now with this marvelous matching grant opportunity, your tax-deductible gift today can give **twice as many** children new lives and the ability to walk, run, play, go to school and embrace lives free from pain and suffering!

Please take advantage of this opportunity to double the impact of your generous support — and in a few weeks, I'll send you some photos of kids who can now walk because you cared!

Here's to a wonderful year!

Brian Mullaney  
Co-Founder

P.S. Don't forget — **you must send your gift before February 28** for it to qualify during this double match grant period. Please send a gift today!



MULLANEY  
EXHIBIT 23



**From:** Brian Mullaney [brian@wonderwork.org]  
**Sent:** Monday, August 24, 2015 10:37 AM  
**To:** [REDACTED]  
**Subject:** newport expenses  
**Attachments:** haefner expenses.xlsx

Hi [REDACTED],

As promised, here are the expenses for our fun trip to Newport last month. I have included the wire instructions below. FYI: every year I have our share of expenses (50%) deducted from my WonderWork pay.

Hope you are enjoying the last gasp of summer! Our kids are getting ready to go back to school so Cricket is running around getting them haircuts, new shoes, school supplies, etc.

You asked some good questions about WonderWork in Newport, I am preparing a separate email to send you with some info I think you will find interesting.

Also, earlier this month the NHL terminated their contract with Wang's company, NeuLion which sent the stock into a free fall. The Toronto Exchange halted trading in the stock because NeuLion had reported earnings the day before and neglected to mention that they were losing their largest client. The stock is down from \$1.72 to 60 cents. I am so glad you are not a major NeuLion shareholder!

Last piece of good news is that I have been trying to get a meeting with [REDACTED] in Geneva, Switzerland for 10 years and he finally said yes! I will be coming to Switzerland sometime in November to see him. Very exciting.

[REDACTED], as always, many thanks for your help, friendship and support.

Give our best to [REDACTED]!

B.

Wiring instructions for WONDERWORK!

HSBC BANK USA, N.A.

Account Name: Wonderwork, Inc.

Checking Account #: [REDACTED]

Routing Number (bank code for checks and ACH): [REDACTED]

ABA Number (bank code for wire transfers): [REDACTED]

SWIFT Code (bank code for international wires): [REDACTED]

**EXHIBIT -23**

Brian Mullaney

8/17/17

S. Anelle Santos, RPR, CSR

**TransPerfect Legal**

**Brian Mullaney**

Co-Founder/CEO

WonderWork

420 Fifth Avenue, 27th Floor

New York, NY 10018

tel: 212.729.1855

cell: 917.902.7550

email: [brian@wonderwork.org](mailto:brian@wonderwork.org)

[www.WonderWork.org](http://www.WonderWork.org)

Watch two blind sisters see their mom for the first time!

More than 4,000,000 people have watched this heart-warming video over the past few months!



TIME magazine named WonderWork "One of 10 Ideas That Can Change The World."

MULLANEY  
EXHIBIT 24



**From:** [REDACTED]  
**Sent:** Saturday, January 10, 2015 11:48 AM  
**To:** Brian Mullaney  
**Subject:** Re: Thank you #2

Dear Brian,

First is that it is one of your friends that granted the loan and therefore repayment can wait.

With respect of continuing support of Wonderwork I can send you a positive but so far just informal signal. You will receive a letter within a couple of weeks.

I will send a copy of the iceberg by a separate e-mail hoping the hugh megabites are going through!

Best - [REDACTED]

Am 09.01.2015 um 18:32 schrieb "Brian Mullaney" <[brian@wonderwork.org](mailto:brian@wonderwork.org)>:

HI [REDACTED],

Please do not think we have forgotten about your loan that saved our house!

Cricket and I will always be indebted to you for your help and support during what was one of most Hellish experiences of my entire life.

My dream/hope/plan is to repay you in full when Mr. Wang is removed and Smile Train fixes all of the wrongs that need to be righted. [REDACTED] just sent a follow-up letter to the NY State AG thanking them for meeting with Mark and encouraging them to investigate. I think we will know whether or not the AG will pursue this within a month or so.

If you would rather not wait, and would prefer I start repaying it right away just let me know and I will send what I can every month.

I really appreciate your not charging interest.

Thank you.

B.

**Brian Mullaney**  
Co-Founder/CEO  
WonderWork

[Watch two blind sisters see their mom for the first time!](#)

More than 2,100,000 people have watched this heart-warming video over the past few weeks!

**EXHIBIT -24**  
Brian Mullaney  
8/17/17  
S. Anielle Santos, RPR, CSR  
**TransPerfect Legal**

420 Fifth Avenue, 27th Floor  
New York, NY 10018  
tel: 212.729.1855  
cell: 917.902.7550  
email: [brian@wonderwork.org](mailto:brian@wonderwork.org)  
[www.WonderWork.org](http://www.WonderWork.org)

MULLANEY  
EXHIBIT 25

May 10, 2013

Dear [REDACTED]

I want you to know how much we all appreciate your very generous support.

Thanks to you and a small group of other Founding Donors...

...we were able to open an office, hire our team, and start raising money.

...we've awarded grants that will provide 30,000+ surgeries.

...we're one of the fastest growing charities in America today.

But what matters even more than where we are today, is where we are going tomorrow and how we will get there. The next big hill we have to climb is to scale up our direct mail just like we did at Smile Train.

At Smile Train, direct mail was key to our fundraising success. We mailed hundreds of millions of letters which enabled us to acquire 2,500,000 donors and raise \$700+ million. Direct mail is the only way we'll ever be able to help millions of children.

The good news is our WonderWork direct mail is working even better than we hoped. Over just the past few months, we have acquired more than 50,000 new donors through direct mail. Our \$40 average donation is about twice what most charities get. And our response rates have been strong and steady.

The bad news is that while direct mail is by far the most cost-efficient way for a charity to raise money, it is always expensive in the beginning. That's because with direct mail you always lose money on every new donor, for the first year or so. So you need to have substantial financial reserves to invest in donor acquisition in the early years - to weather the deficits and reap the benefits years later.

The Smile Train direct mail program we created was one of the most successful and cost-effective non-profit direct mail programs in America. We scaled up from our first mailing of just 50,000 letters in 2002 to more than 100 million letters in 10 years later.

We know how to scale up WonderWork direct mail to similar heights and we know roughly how much it will cost. According to our latest estimates, we need about \$15 million. (We were fortunate to have a \$35 million start-up grant at Smile Train so we didn't have to worry about raising this kind of start-up capital.) \$15 million will help us acquire 250,000+ donors and \$75 - \$100 million in donations over the 5 years or so.

If you're thinking I am going to ask you for an even larger donation than the incredibly generous \$50,000 donation you mentioned yesterday, you can relax! I've found an innovative new way to raise this \$15 million without asking you or any one else for a single donation.

It's called an "impact loan."

**EXHIBIT -25**

Brian Mullaney

8/17/17

S. Arielle Santos, RPR, CSR

**TransPerfect Legal**

WON-EX 017317

Instead of grants, many major donors today are giving "impact loans" to credit-worthy charities that need start-up capital. The folks at Rockefeller Foundation who helped invent "impact loans" told us we're the perfect candidate since we have a proven revenue model and extensive experience. An "impact loan" is a real loan that pays interest and returns the principal at the end of the term.

But the best thing about an "impact loan" is that the IRS treats it as if it is a donation - *you get 100% of the tax deduction up front regardless of whether the loan is ever paid back.* You receive all the tax benefits of giving a donation— and then get 100% of your loan returned to you when it is repaid.

If you have a personal or family foundation, it's even easier. Not only are you allowed to use your foundation funds for an "impact loan", it also counts as a "distribution." That means you can take money in your foundation that's currently invested in stocks, bonds or an index fund and invest it instead in a charity that is doing good work and saving tens of thousands of children every year.

One more thing. We will even pay you 2% interest on this impact loan – every year. (That's more than a ten-year treasury note pays.)

I think you can see why "impact loans" are the hottest new trend in philanthropy. They hold a charity accountable for the use of the funds and demand the charity shows how and when it can pay back the loan. These loans make charities earn their support.

To raise the \$15 million we need, we have put together a \$15 Million WonderWork Impact Loan Note that will be a 5-year loan that pays 2% interest annually. We are searching for 15 WonderWork Founding Investors that can each finance a share of the loan. I am thrilled to report that we already have a firm commitment from a supporter for \$7.5 million, so we are halfway there.

**WonderWork "Impact Loan" Loan: \$15 million, 5-year term, 2% interest per year**

Portion Of Loan	Investors needed	Total	Status
\$7,500,000	1	\$7,500,000	Committed
\$2,500,000	1	\$2,500,000	0
\$1,000,000	2	\$2,000,000	0
\$500,000	4	\$2,000,000	0
\$250,000	2	\$500,000	0
\$100,000	5	\$500,000	0
	15	\$15,000,000	1

There are rules you need to follow for "impact loans," but they are fairly simple. We've hired lawyers at two of America's best law firms, Simpson Thacher and Copilevitz & Canter, who are experts in this area to guide us through this process, help us structure our "impact loan" and make it easy and inexpensive for you to participate.

Although this loan is unsecured, I am very confident in our ability to repay you. As the co-founder and CEO of Smile Train for 10 years, I helped turn \$35 million in start-up capital into \$700 million in less than 10 years. I've enclosed a chart that shows WonderWork's growth-to-date and our projected growth for the next 10 years. Virtually the entire senior management team that built Smile Train is helping me which is a big reason why we've come so far so fast. As you can see, we'll have plenty of money to repay your loan in 5 years when



I hope to personally hand you your check and thank you on behalf of the hundreds of thousands of children who you helped us save.

Although this letter is filled with numbers, we should never forget that what this is *really all about....* is helping children who no one else will help.

Like a 9-year-old girl I met last month in India who suddenly became blind when she was 3. For six years her father begged hospital after hospital to help her, but none would. In March, her father brought Priya 100 kilometers to one of our partner hospitals after seeing a small ad offering free surgery for the blind. The surgery she waited six years for took 15 minutes. I cannot tell you how it felt to be there when her bandages came off, she opened her eyes and could see. Her father cried. So did we.

Priya is but one of tens of millions of children in developing countries who are blind, burned and crippled with clubfoot and who have absolutely zero chance of ever receiving the surgery that can save them unless someone helps them.

*This "impact loan" is your chance to be that someone.*

As someone who knows first-hand what it is like to create a major children's charity, I can tell you it is one of the most rewarding and gratifying things I have ever done.

Not a day goes by that I don't appreciate the opportunity I had in 1997 when we came up with the idea for Smile Train and for the 10 years that I served as CEO. Smile Train will operate on its 1 millionth patient next year – that's pretty extraordinary.

By becoming one of just 15 Founding Investors, you will have the same opportunity to play a critical role in the development of WonderWork. If you do, I guarantee you that one day you will look back and say "THAT was the best darn donation I *never made*."

If you have any interest in this I'd like to meet with you in person to discuss it. I come to Boston quite frequently so that would be easy to arrange. If you're not interested, that's okay too. We're still very grateful for the donations you have given us and hope you will continue to support us.

All the best,

Brian  
212-729-1855  
brian@wonderwork.org

P.S. If you would like to speak to our very first Founding Investor who agreed to loan us \$7.5 million, I'd be happy to arrange it. He is one of the most respected bankers in America and he'll tell you why he thinks WonderWork is a rock-solid investment.

MULLANEY  
EXHIBIT 26

**From:** Karen Lazarus [karen@wonderwork.org]  
**Sent:** Sunday, December 08, 2013 1:42 PM  
**To:** Brian Mullaney  
**Subject:** Re: spreadsheets  
**Attachments:** !WW\_10YearForecast\_FINAL\_2013\_12\_03.xls

Haven't done anything with our most recent spreadsheet regarding your email below (I'll let Hana do this so that it's one person adjusting it and owning it), but since we've been making an effort to make sure everything is correct and ties out, I'm going to point this out one more time. The Donor numbers have no formula in the Yearly Summary spreadsheet and do not seem to tie out to the detail tab. Perhaps I'm missing something and perhaps they are, in fact, correct, but I just can't seem to figure it out. Take a quick look and you'll see what I'm talking about. (For example, the detail monthly tab puts our cumm donors at 179,000, but on our yearly summary, we're saying 194,000). When I brought this up a couple months ago when we were providing this spreadsheet to [REDACTED], you said that "Ron Bell messed with this spreadsheet" and that you think they are correct. (See emails below). I don't mind going on your word that these numbers are correct. It's just when someone like [REDACTED] will ask us how we arrived at the number, I won't be able to help you explain it. I just want to better understand what's comprising these numbers. Thanks.

**From:** Brian Mullaney <brian@wonderwork.org>  
**Date:** Monday, September 30, 2013 7:06 PM  
**To:** Karen Lazarus <karen@wonderwork.org>  
**Subject:** Re: [REDACTED] \*\*\*

Thanks.

*Reporting is too much – please remove.*

*Rob Bell messed with this spreadsheet and that's what happened to donors. I think it is okay.*

*Your changes are good.*

*Can you also add to this email the slide from [REDACTED] presentation that had total year results – all letters mailed, response rates, etc.*

THANKS !

B.

*P.S. PLEASE DON'T NAME SPREADSHEET WITH OR WITHOUT REPORTING*

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**From:** Karen Lazarus <karen@wonderwork.org>  
**Date:** Monday, September 30, 2013 6:27 PM  
**To:** brian mullaney <brian@wonderwork.org>  
**Subject:** For [REDACTED] ....

*Here you go. Just one thing before you send. How did you calculate the donors? There is no formula and I can't seem to tie it back to the detail in the monthly tab.*

EXHIBIT -26

Brian Mullaney

8/17/17

S. Arielle Santos, RPR, CSR  
TransPerfect Legal



*Also, I put the "reporting" clause back in to his template. I used it from the Thompson agreement so let me know if it works for Garrett's version.*

Thanks.

**From:** Brian Mullaney <brian@wonderwork.org>

**Date:** Sunday, December 8, 2013 11:23 AM

**To:** Hana Fuchs <hana@wonderwork.org>

**Cc:** Karen Lazarus <karen@wonderwork.org>

**Subject:** spreadsheets

Hi Hana,

Two things please.

For our 10 year projection spreadsheet which is now in good shape, can you please put the DONORS row up as part of acquisition and add a row beneath it which is COST TO ACQUIRE A DONOR. This should be the net cost to acquire a donor and something I think we need to track carefully.

Can you also please add a line under SURGERIES that is for COST TO PROVIDE A SURGERY and this should be all program costs plus non program overhead and admin. Please do not include any fundraising expenses.

Thank you.

And I need the following for tonight please. Our 10 year projections with our first two years included – Oct. 2011 – Pct. 13.

For this time period I need

Total revenues

Total expenses

Total surgeries

And I would like to compare these 3 key numbers what we accomplished at Smile Train using July, 2001 – which is shortly after I became President – as year 1.

I have a feeling that we are doing much better than we give ourselves credit for. In fact, I think we are way ahead in terms of the number of people we are helping.

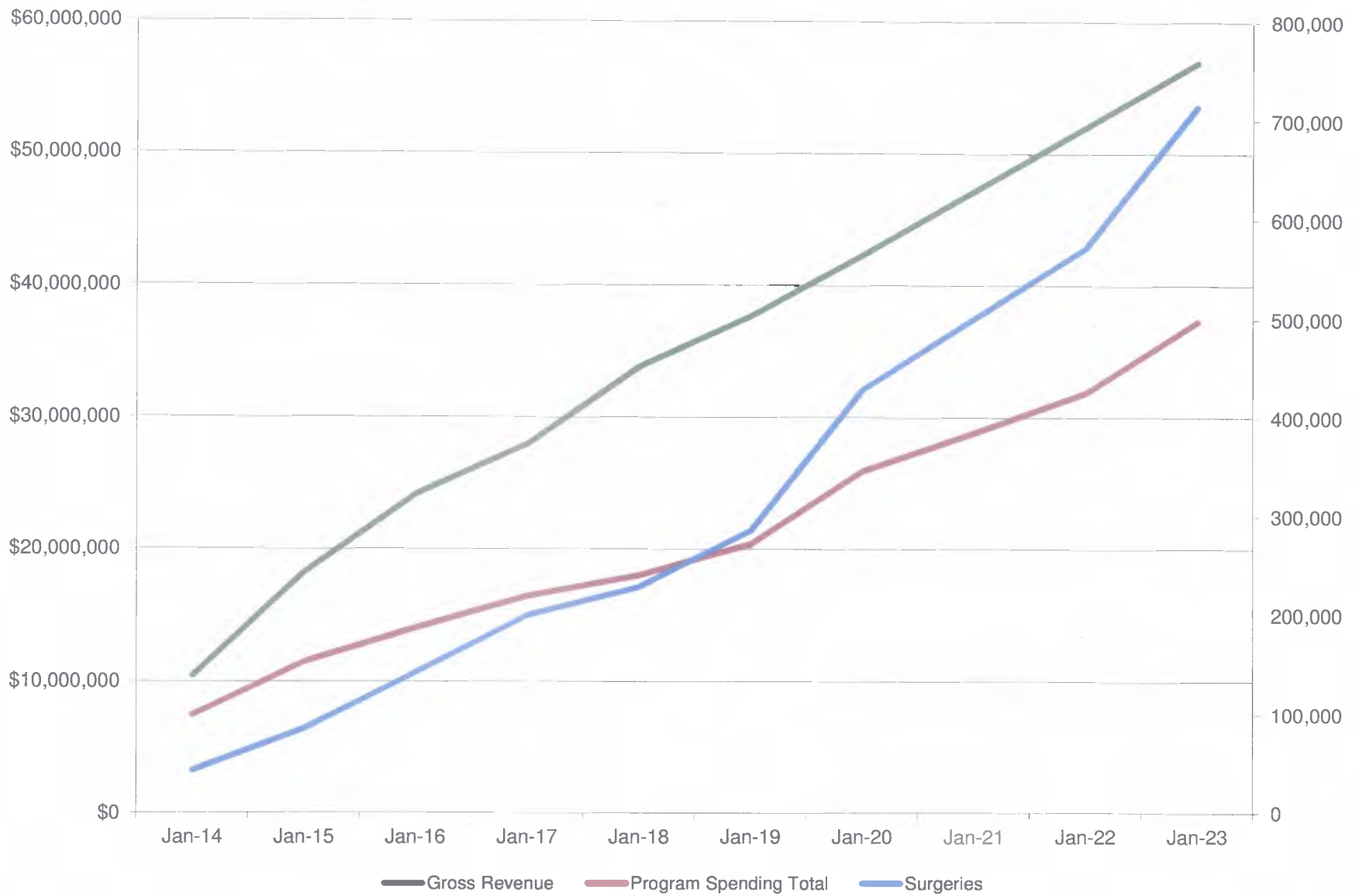
Let me know if you have any questions. I have all the smile train power points and I think Karen does too if you need those to get the numbers.

THANKS

B,

**Brian Mullaney**  
Co-Founder/CEO

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YEARLY SUMMARIES

	Jun-13	Sep-13	Jun-14	Oct-14	Oct-15	Oct-16	Oct-17	Oct-18	Oct-19	Oct-20	Oct-21	Oct-22	Oct-23 TOTALS
TMT expenses (at \$20k month)				\$240,000	\$240,000	\$240,000	\$240,000	\$240,000	\$240,000	\$240,000	\$240,000	\$240,000	\$240,000
Mike Schell (2.5K month, DMP \$5k month, IDMI \$3k month)				\$126,000	\$126,000	\$126,000	\$126,000	\$126,000	\$126,000	\$126,000	\$126,000	\$126,000	\$126,000
Amee (\$15K month for 6 months)				\$90,000									
<b>Total</b>				\$456,000	\$366,000	\$366,000	\$366,000	\$366,000	\$366,000	\$366,000	\$366,000	\$366,000	\$366,000
Acquisition DM spending				\$9,250,000	\$13,500,000	\$13,500,000	\$13,500,000	\$13,500,000	\$13,500,000	\$13,500,000	\$13,500,000	\$13,500,000	\$13,500,000
Acquisition DM revenue				\$4,537,063	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154
Acquisition DM net				-\$4,712,937	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846
Renewal DM spending				\$660,344	\$1,577,205	\$2,449,765	\$3,277,258	\$4,119,623	\$4,957,079	\$5,796,156	\$6,634,698	\$7,473,416	\$8,312,077
Renewal DM revenue				\$1,935,440	\$5,618,792	\$8,727,289	\$11,675,231	\$14,676,155	\$17,659,596	\$20,648,806	\$23,636,112	\$26,624,046	\$29,611,773
Renewal DM net				\$1,275,096	\$4,041,587	\$6,277,524	\$8,397,973	\$10,556,533	\$12,702,516	\$14,852,650	\$17,001,414	\$19,150,630	\$21,299,696
Total DM spending			\$7,197,490	\$10,366,344	\$15,443,205	\$16,315,765	\$17,143,258	\$17,985,623	\$18,823,079	\$19,662,156	\$20,500,698	\$21,339,416	\$22,178,077
Total DM revenue			\$4,585,433	\$6,472,502	\$12,264,946	\$15,373,443	\$18,321,384	\$21,322,309	\$24,305,749	\$27,294,959	\$30,282,265	\$33,270,200	\$36,257,927
Total DM net			-\$2,612,056	-\$3,893,841	-\$3,178,259	-\$942,322	\$1,178,127	\$3,336,687	\$5,482,670	\$7,632,803	\$9,781,567	\$11,930,783	\$14,079,850
Donors				194,418	427,694	643,970	860,245	1,076,521	1,292,797	1,509,072	1,725,348	1,941,624	2,157,899
President's circle			\$500,000	\$500,000	\$1,400,000	\$2,200,000	\$3,000,000	\$3,800,000	\$4,500,000	\$5,162,000	\$5,900,000	\$6,656,000	\$7,400,000
Major gifts			\$3,000,000	\$3,000,000	\$4,000,000	\$6,000,000	\$6,000,000	\$8,000,000	\$8,000,000	\$9,000,000	\$10,000,000	\$11,000,000	\$12,000,000
Foundations			\$100,000	\$100,000	\$200,000	\$300,000	\$400,000	\$500,000	\$600,000	\$700,000	\$800,000	\$900,000	\$1,000,000
Investment income			\$250,710	\$351,625	\$365,359	\$277,972	\$244,541	\$216,721	\$278,324	\$155,654	\$162,807	\$192,638	\$238,341
Gross revenue			\$8,436,143	\$10,424,128	\$18,230,305	\$24,151,415	\$27,965,926	\$33,839,031	\$37,684,073	\$42,312,613	\$47,145,073	\$52,018,838	\$56,896,268
Net revenue			\$1,238,654	\$57,784	\$2,787,100	\$7,835,650	\$10,822,668	\$15,853,408	\$18,860,994	\$22,650,457	\$26,644,375	\$30,679,422	\$34,718,191
Program spending info			\$3,598,745	\$5,183,172	\$7,721,602	\$8,157,883	\$8,571,629	\$8,992,811	\$9,411,540	\$9,831,078	\$10,250,349	\$10,669,708	\$11,089,038
Program spending intl			\$1,500,000	\$1,500,000	\$3,000,000	\$5,000,000	\$7,000,000	\$8,000,000	\$10,000,000	\$15,000,000	\$17,500,000	\$20,000,000	\$25,000,000
Program spending admin			\$750,000	\$750,000	\$750,000	\$875,000	\$875,000	\$1,000,000	\$1,000,000	\$1,125,000	\$1,125,000	\$1,250,000	\$1,250,000
Program spending total			\$5,848,745	\$7,433,172	\$11,471,602	\$14,032,883	\$16,446,629	\$17,992,811	\$20,411,540	\$25,956,078	\$28,875,349	\$31,919,708	\$37,339,038
% spent on programs			57.35%	54.81%	57.03%	60.43%	63.17%	64.00%	66.09%	70.24%	71.74%	72.81%	75.16%
Blindness				\$990,000	\$1,980,000	\$3,300,000	\$4,620,000	\$5,280,000	\$6,600,000	\$9,900,000	\$11,550,000	\$13,200,000	\$16,500,000
Burns				\$255,000	\$510,000	\$850,000	\$1,190,000	\$1,360,000	\$1,700,000	\$2,550,000	\$2,975,000	\$3,400,000	\$4,250,000
Clubfoot				\$255,000	\$510,000	\$850,000	\$1,190,000	\$1,360,000	\$1,700,000	\$2,550,000	\$2,975,000	\$3,400,000	\$4,250,000

YEARLY SUMMARIES

Total spending			\$10,197,490	\$13,561,344	\$20,114,205	\$23,222,765	\$26,036,258	\$28,114,623	\$30,884,979	\$36,951,256	\$40,250,698	\$43,839,416	\$49,678,077	\$312,653,621
Surgeries			42,857	42,857	85,714	142,857	200,000	228,571	285,714	428,571	500,000	571,429	714,286	3,200,000
Overhead and admin			\$750,000	\$750,000	\$750,000	\$875,000	\$875,000	\$1,000,000	\$1,000,000	\$1,125,000	\$1,125,000	\$1,250,000	\$1,250,000	\$10,000,000
% of total spending to overhead			7.35%	5.53%	3.73%	3.77%	3.36%	3.56%	3.24%	3.04%	2.79%	2.85%	2.52%	3.20%
Impact Loan interest				\$195,000	\$171,000	\$157,000	\$143,000	\$129,000	\$61,900	\$39,100				\$896,000
Yearly net surplus				-\$3,442,216	-\$3,112,900	-\$1,114,350	-\$927,332	\$2,053,408	\$2,360,994	\$238,457	\$994,375	\$1,523,422	-\$181,809	-\$1,607,951
Asset (without loan)	\$5,857,000	\$5,870,847		\$2,228,631	\$715,731	\$301,381	\$74,049	\$2,827,457	\$2,093,451	\$3,471,908	\$6,421,283	\$7,944,705	\$7,762,896	
Impact Loan assets	\$2,500,000	\$5,850,000		\$9,950,000	\$8,550,000	\$7,850,000	\$7,150,000	\$6,450,000	\$3,095,000	\$1,955,000				
Total assets	\$8,357,000	\$11,720,847		\$12,178,631	\$9,265,731	\$8,151,381	\$7,224,049	\$9,277,457	\$5,188,451	\$5,426,908	\$6,421,283	\$7,944,705	\$7,762,896	
Liability without loan	\$2,679,000	\$2,679,000		\$3,574,000	\$4,245,000	\$5,102,000	\$5,945,000	\$6,774,000	\$1,140,900	\$2,280,900	\$4,235,900	\$4,235,900	\$4,235,900	
Impact Loan liability reduced over time	\$2,500,000	\$5,850,000		\$9,050,000	\$8,550,000	\$7,850,000	\$7,150,000	\$6,450,000	\$3,095,000	\$1,955,000				
Impact Loan repayment									\$3,095,000	\$1,955,000				
Total liabilities	\$5,179,000	\$8,529,000		\$12,624,000	\$12,795,000	\$12,952,000	\$13,095,000	\$13,224,000	\$4,235,900	\$4,235,900	\$4,235,900	\$4,235,900	\$4,235,900	
Net surplus	\$3,178,000	\$3,191,847		-\$445,369	-\$3,529,269	-\$4,800,619	-\$5,870,951	-\$3,946,543	\$952,551	\$1,191,008	\$2,185,383	\$3,708,805	\$3,526,996	
Repay Impact Loans at 66%														
Impact Loans	\$2,500,000	\$3,350,000		\$3,900,000	\$200,000									\$9,950,000
margin	\$1,160,000	\$3,660,000												

impact loans annual interest yr 1

FY13	05/16/2013	2,500,000.00	50,000.00
FY14	Jul-13	250,000.00	5,000.00
FY14	08/02/2013	100,000.00	2,000.00
FY14	08/14/2013	250,000.00	5,000.00
FY14	09/23/2013	250,000.00	5,000.00
FY14	09/24/2013	2,500,000.00	50,000.00
FY14	Jan-14	2,500,000.00	50,000.00
FY14	Jan-14	100,000.00	2,000.00
FY14	Jan-14	0.00	0.00
FY14	Jun-14	300,000.00	6,000.00
FY15	Jan-15	200,000.00	4,000.00

yr 2

YEARLY SUMMARIES

	FY14	Jun-14	0.00	0.00							
	FY14	Jun-14	1,000,000.00	20,000.00							
	FY14	Jun-14	0.00	0.00							
			9,950,000.00	199,000.00							
		less forgiveness	9,050,000.00		8,550,000.00	7,850,000.00	7,150,000.00	6,450,000.00	3,095,000.00	1,955,000.00	
simple interest shall accrue on the	repayment		6,450,000.00								
outstanding principal balance on the note at	forgiven		3,500,000.00	2% interest							
the rate of 2% per anum	forgive \$700,000 a year for 5 years		700,000.00	195,000.00	171,000.00	157,000.00	143,000.00	129,000.00	61,900.00	39,100.00	
based on 365 days a year	5 years										
loan closing 5/15/13		66%		6,567,000.00							

WonderWork 10-Year Forecast

Year Ending	Oct-14	Oct-15	Oct-16	Oct-17	Oct-18	Oct-19	Oct-20	Oct-21	Oct-22	Oct-23	TOTALS
Acquisition DM Spending	\$9,706,000	\$13,866,000	\$13,866,000	\$13,866,000	\$13,866,000	\$13,866,000	\$13,866,000	\$13,866,000	\$13,866,000	\$13,866,000	\$134,500,000
Acquisition DM Revenue	\$4,537,063	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$6,646,154	\$64,352,448
Acquisition DM Net	-\$4,712,937	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$6,853,846	-\$66,397,552
Renewal DM Spending	\$660,344	\$1,577,205	\$2,449,765	\$3,277,258	\$4,119,623	\$4,957,079	\$5,796,156	\$6,634,698	\$7,473,416	\$8,312,077	\$45,257,621
Renewal DM Revenue	\$1,935,440	\$5,618,792	\$8,727,289	\$11,675,231	\$14,676,155	\$17,659,596	\$20,648,806	\$23,636,112	\$26,624,046	\$29,611,773	\$160,813,238
Renewal DM Net	\$1,275,096	\$4,041,587	\$6,277,524	\$8,397,973	\$10,556,533	\$12,702,516	\$14,852,650	\$17,001,414	\$19,150,630	\$21,299,696	\$115,555,618
Total Direct Mail Spending	\$10,366,344	\$15,443,205	\$16,315,765	\$17,143,258	\$17,985,623	\$18,823,079	\$19,662,156	\$20,500,698	\$21,339,416	\$22,178,077	\$179,757,621
Total Direct Mail Revenue	\$6,472,502	\$12,264,946	\$15,373,443	\$18,321,384	\$21,322,309	\$24,305,749	\$27,294,959	\$30,282,265	\$33,270,200	\$36,257,927	\$225,165,686
Total Direct Mail Net	-\$3,893,841	-\$3,178,259	-\$942,322	\$1,178,127	\$3,336,687	\$5,482,670	\$7,632,803	\$9,781,567	\$11,930,783	\$14,079,850	\$45,408,065
Donors	194,418	427,694	643,970	860,245	1,076,521	1,292,797	1,509,072	1,725,348	1,941,624	2,157,899	2,157,899
President's Circle Revenue	\$500,000	\$1,400,000	\$2,200,000	\$3,000,000	\$3,800,000	\$4,500,000	\$5,162,000	\$5,900,000	\$6,656,000	\$7,400,000	\$40,518,000
Major Gift Revenue	\$3,000,000	\$4,000,000	\$6,000,000	\$6,000,000	\$8,000,000	\$8,000,000	\$9,000,000	\$10,000,000	\$11,000,000	\$12,000,000	\$77,000,000
Foundation Revenue	\$100,000	\$200,000	\$300,000	\$400,000	\$500,000	\$600,000	\$700,000	\$800,000	\$900,000	\$1,000,000	\$5,500,000
Investment Income	\$351,625	\$365,359	\$277,972	\$244,541	\$216,721	\$278,324	\$155,654	\$162,807	\$192,638	\$238,341	\$2,483,983
Gross Revenue	\$10,424,128	\$18,230,305	\$24,151,415	\$27,965,926	\$33,839,031	\$37,684,073	\$42,312,613	\$47,145,073	\$52,018,838	\$56,896,268	\$350,667,669
Net Revenue	\$57,784	\$2,787,100	\$7,835,650	\$10,822,668	\$15,853,408	\$18,860,994	\$22,650,457	\$26,644,375	\$30,679,422	\$34,718,191	\$170,910,049
Program Spending Info	\$5,183,172	\$7,721,602	\$8,157,883	\$8,571,629	\$8,992,811	\$9,411,540	\$9,831,078	\$10,250,349	\$10,669,708	\$11,089,038	\$89,878,810
Program Spending Intl	\$1,500,000	\$3,000,000	\$5,000,000	\$7,000,000	\$8,000,000	\$10,000,000	\$15,000,000	\$17,500,000	\$20,000,000	\$25,000,000	\$112,000,000
Program Spending Admin	\$750,000	\$750,000	\$875,000	\$875,000	\$1,000,000	\$1,000,000	\$1,125,000	\$1,125,000	\$1,250,000	\$1,250,000	\$10,000,000
Program Spending Total	\$7,433,172	\$11,471,602	\$14,032,883	\$16,446,629	\$17,992,811	\$20,411,540	\$25,956,078	\$28,875,349	\$31,919,708	\$37,339,038	\$211,878,810
% Spent On Programs	55.40%	57.03%	60.43%	63.17%	64.00%	66.09%	70.24%	71.74%	72.81%	75.16%	65.61%
Total Spending	\$13,416,344	\$20,114,205	\$23,222,765	\$26,036,258	\$28,114,623	\$30,884,979	\$36,951,256	\$40,250,698	\$43,839,416	\$49,678,077	\$312,508,621
Surgeries	42,857	85,714	142,857	200,000	228,571	285,714	428,571	500,000	571,429	714,286	3,200,000
Overhead And Admin	\$750,000	\$750,000	\$875,000	\$875,000	\$1,000,000	\$1,000,000	\$1,125,000	\$1,125,000	\$1,250,000	\$1,250,000	\$10,000,000
% Total Spending To Overhea	5.59%	3.73%	3.77%	3.36%	3.56%	3.24%	3.04%	2.79%	2.85%	2.52%	3.20%
Impact Loan Interest	\$195,000	\$171,000	\$157,000	\$143,000	\$129,000	\$61,900	\$39,100				\$896,000
Yearly Net Surplus	-\$3,442,216	-\$3,112,900	-\$1,114,350	-\$927,332	\$2,053,408	\$2,360,994	\$238,457	\$994,375	\$1,523,422	-\$181,809	-\$1,607,951
Total Assets	\$12,178,631	\$9,265,731	\$8,151,381	\$7,224,049	\$9,277,457	\$5,188,451	\$5,426,908	\$6,421,283	\$7,944,705	\$7,762,896	



## MONTHLY DETAILS

	Oct-13	Nov-13	Dec-13	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	TOTAL	through June 14
<b>ACQUISITION</b>														
Spending	\$500,000	\$750,000	\$1,000,000	\$750,000	\$750,000	\$750,000	\$750,000	\$750,000	\$750,000	\$750,000	\$750,000	\$1,000,000	\$9,250,000	\$6,750,000
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	1,515,152	2,272,727	3,030,303	2,307,692	2,307,692	2,307,692	2,307,692	2,307,692	2,307,692	2,307,692	2,307,692	3,076,923	28,356,643	20,664,336
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	6,061	9,091	12,121	9,231	9,231	9,231	9,231	9,231	9,231	9,231	9,231	12,308	113,427	82,657
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$242,424	\$363,636	\$484,848	\$369,231	\$369,231	\$369,231	\$369,231	\$369,231	\$369,231	\$369,231	\$369,231	\$492,308	\$4,537,063	\$3,306,294
New donors	6,061	9,091	12,121	9,231	9,231	9,231	9,231	9,231	9,231	9,231	9,231	12,308	113,427	82,657
Net	-\$257,576	-\$386,364	-\$515,152	-\$380,769	-\$380,769	-\$380,769	-\$380,769	-\$380,769	-\$380,769	-\$380,769	-\$380,769	-\$507,692	-\$4,712,937	-\$3,443,706
Total donors	72,000	81,091	93,212	102,443	111,674	120,904	130,135	139,366	148,597	157,828	167,058	179,366	179,366	999,422
Cost per dollar raised	\$ 2.06	\$ 2.06	\$ 2.06	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>														
Mailable donors	47,952	54,007	62,079	68,227	74,375	80,522	86,670	92,818	98,965	105,113	111,261	119,458		
Letters mailed (1.5 mailings per month)	71,928	71,928	81,010	93,119	102,340	111,562	120,784	130,005	139,227	148,448	157,670	166,891	1,394,911	921,902
Cost per letter mailed	\$0.50	\$0.50	\$0.50	\$0.50	\$0.50	\$0.50	\$0.50	\$0.45	\$0.45	\$0.45	\$0.45	\$0.45		
Spending	\$35,964	\$35,964	\$40,505	\$46,559	\$51,170	\$55,781	\$60,392	\$58,502	\$62,652	\$66,802	\$70,951	\$75,101	\$660,344	\$447,490
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	2,697	2,697	3,038	3,492	3,838	4,184	4,529	4,875	5,221	5,567	5,913	6,258	52,309	34,571
Average donation	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	\$37.00	
Revenue	\$99,800	\$99,800	\$112,401	\$129,202	\$141,997	\$154,792	\$167,587	\$180,382	\$193,177	\$205,972	\$218,767	\$231,562	\$1,935,440	\$1,279,140
Net	\$63,836	\$63,836	\$71,896	\$82,643	\$90,827	\$99,011	\$107,195	\$121,880	\$130,525	\$139,170	\$147,815	\$156,461	\$1,275,096	\$831,650
Cost per dollar raised	\$ 0.36	\$ 0.36	\$ 0.36	\$ 0.36	\$ 0.36	\$ 0.36	\$ 0.36	\$ 0.32	\$ 0.32	\$ 0.32	\$ 0.32	\$ 0.32	\$ 0.32	
<b>TOTAL DM SPENDING</b>													\$9,910,344	\$7,197,490
<b>TOTAL DM REVENUE</b>													\$6,472,502	\$4,585,433
<b>COMBINED NET</b>	-\$193,740	-\$322,528	-\$443,255	-\$298,126	-\$289,942	-\$281,758	-\$273,574	-\$258,889	-\$250,244	-\$241,599	-\$232,954	-\$351,232	-\$3,437,841	-\$2,612,056
	Oct-14	Nov-14	Dec-14	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15	Aug-15	Sep-15	TOTAL	
<b>ACQUISITION</b>														
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000	
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462	
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154	
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154	
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154	
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846	
Total donors	197,828	216,289	234,751	247,058	259,366	271,674	283,981	296,289	308,597	320,904	333,212	345,520	345,520	
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>														
Mailable donors	115,929	126,226	135,858	142,026	148,194	154,362	160,530	166,699	172,867	179,035	185,203	190,695		
Letters mailed (2.1 mailings per month)	243,451	265,075	285,301	298,254	311,208	324,161	337,114	350,067	363,020	375,974	388,927	400,460	3,943,012	
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	
Spending	\$97,380	\$106,030	\$114,120	\$119,302	\$124,483	\$129,664	\$134,846	\$140,027	\$145,208	\$150,389	\$155,571	\$160,184	\$1,577,205	
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	9,129	9,940	10,699	11,185	11,670	12,156	12,642	13,128	13,613	14,099	14,585	15,071	147,863	
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	
Revenue	\$346,917	\$377,732	\$406,554	\$425,013	\$443,471	\$461,929	\$480,387	\$498,846	\$517,304	\$535,762	\$554,221	\$570,655	\$5,618,792	
Net	\$249,537	\$271,702	\$292,434	\$305,711	\$318,988	\$332,265	\$345,542	\$358,819	\$372,096	\$385,373	\$398,650	\$410,471	\$4,041,587	
<b>TOTAL DM SPENDING</b>													\$15,077,205	
<b>TOTAL DM REVENUE</b>													\$12,264,946	
<b>COMBINED NET</b>	-\$512,001	-\$489,836	-\$469,105	-\$201,982	-\$188,705	-\$175,427	-\$162,150	-\$148,873	-\$135,596	-\$122,319	-\$109,042	-\$97,221	-\$2,812,259	
	Oct-15	Nov-15	Dec-15	Jan-16	Feb-16	Mar-16	Apr-16	May-16	Jun-16	Jul-16	Aug-16	Sep-16	TOTAL	
<b>ACQUISITION</b>														



## MONTHLY DETAILS

Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846
Total donors	363,981	382,443	400,904	413,212	425,520	437,828	450,135	462,443	474,751	487,058	499,366	511,674	511,674	
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>														
Mailable donors	204,155	213,052	222,169	228,331	234,492	240,654	246,815	252,976	259,138	265,299	271,461	277,845		
Letters mailed (1.5 mailings per month)	428,726	447,410	466,556	479,495	492,434	505,372	518,311	531,250	544,189	557,128	570,067	583,475	6,124,414	
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40		
Spending	\$171,490	\$178,964	\$186,622	\$191,798	\$196,973	\$202,149	\$207,325	\$212,500	\$217,676	\$222,851	\$228,027	\$233,390	\$2,449,765	
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%		
Donations	16,077	16,778	17,496	17,981	18,466	18,951	19,437	19,922	20,407	20,892	21,378	21,880	229,666	
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00		
Revenue	\$610,934	\$637,559	\$664,842	\$683,280	\$701,718	\$720,156	\$738,594	\$757,032	\$775,470	\$793,908	\$812,346	\$831,452	\$8,727,289	
Net	\$439,444	\$458,595	\$478,219	\$491,482	\$504,744	\$518,007	\$531,269	\$544,532	\$557,794	\$571,057	\$584,319	\$598,062	\$6,277,524	
<b>TOTAL DM SPENDING</b>														\$15,949,765
<b>TOTAL DM REVENUE</b>														\$15,373,443
<b>COMBINED NET</b>	-\$322,095	-\$302,943	-\$283,319	-\$16,210	-\$2,948	\$10,314	\$23,577	\$36,839	\$50,102	\$63,364	\$76,627	\$90,370	-\$576,322	
	<b>Oct-16</b>	<b>Nov-16</b>	<b>Dec-16</b>	<b>Jan-17</b>	<b>Feb-17</b>	<b>Mar-17</b>	<b>Apr-17</b>	<b>May-17</b>	<b>Jun-17</b>	<b>Jul-17</b>	<b>Aug-17</b>	<b>Sep-17</b>	<b>TOTAL</b>	
<b>ACQUISITION</b>														
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000	
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33		
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462	
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%		
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154	
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00		
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154	
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154	
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846	
Total donors	530,135	548,597	567,058	579,366	591,674	603,981	616,289	628,597	640,904	653,212	665,520	677,828	677,828	
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03		
<b>RENEWAL</b>														
Mailable donors	285,699	295,058	304,345	310,509	316,672	322,836	329,000	335,163	341,327	347,491	353,654	359,744		
Letters mailed (1.5 mailings per month)	599,968	619,622	639,124	652,068	665,012	677,955	690,899	703,843	716,786	729,730	742,674	755,463	8,193,144	
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40		
Spending	\$239,987	\$247,849	\$255,650	\$260,827	\$266,005	\$271,182	\$276,360	\$281,537	\$286,715	\$291,892	\$297,070	\$302,185	\$3,277,258	
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%		
Donations	22,499	23,236	23,967	24,453	24,938	25,423	25,909	26,394	26,879	27,365	27,850	28,330	307,243	
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00		
Revenue	\$854,954	\$882,962	\$910,752	\$929,197	\$947,642	\$966,086	\$984,531	\$1,002,976	\$1,021,421	\$1,039,865	\$1,058,310	\$1,076,534	\$11,675,231	
Net	\$614,967	\$635,113	\$655,102	\$668,370	\$681,637	\$694,904	\$708,172	\$721,439	\$734,706	\$747,973	\$761,241	\$774,349	\$8,397,973	
<b>TOTAL DM SPENDING</b>														\$16,777,258
<b>TOTAL DM REVENUE</b>														\$18,321,384
<b>COMBINED NET</b>	-\$146,572	-\$126,426	-\$106,436	\$160,677	\$173,945	\$187,212	\$200,479	\$213,747	\$227,014	\$240,281	\$253,548	\$266,657	\$1,544,127	
	<b>Oct-17</b>	<b>Nov-17</b>	<b>Dec-17</b>	<b>Jan-18</b>	<b>Feb-18</b>	<b>Mar-18</b>	<b>Apr-18</b>	<b>May-18</b>	<b>Jun-18</b>	<b>Jul-18</b>	<b>Aug-18</b>	<b>Sep-18</b>	<b>TOTAL</b>	
<b>ACQUISITION</b>														
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000	
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33		

## MONTHLY DETAILS

Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846
Total donors	696,289	714,751	733,212	745,520	757,828	770,135	782,443	794,751	807,058	819,366	831,674	843,981	843,981
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>													
Mailable donors	369,448	378,655	387,885	394,048	400,211	406,374	412,537	418,700	424,863	431,026	437,189	443,376	
Letters mailed (1.5 mailings per month)	775,841	795,175	814,559	827,502	840,444	853,386	866,328	879,270	892,212	905,154	918,096	931,090	10,299,056
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	
Spending	\$310,336	\$318,070	\$325,824	\$331,001	\$336,177	\$341,354	\$346,531	\$351,708	\$356,885	\$362,062	\$367,239	\$372,436	\$4,119,623
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	29,094	29,819	30,546	31,031	31,517	32,002	32,487	32,973	33,458	33,943	34,429	34,916	386,215
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	
Revenue	\$1,105,573	\$1,133,124	\$1,160,747	\$1,179,190	\$1,197,632	\$1,216,075	\$1,234,517	\$1,252,960	\$1,271,402	\$1,289,845	\$1,308,287	\$1,326,803	\$14,676,155
Net	\$795,237	\$815,054	\$834,923	\$848,189	\$861,455	\$874,720	\$887,986	\$901,252	\$914,517	\$927,783	\$941,049	\$954,367	\$10,556,533
<b>TOTAL DM SPENDING</b>													<b>\$17,619,623</b>
<b>TOTAL DM REVENUE</b>													<b>\$21,322,309</b>
<b>COMBINED NET</b>													<b>\$3,702,687</b>
	<b>Oct-18</b>	<b>Nov-18</b>	<b>Dec-18</b>	<b>Jan-19</b>	<b>Feb-19</b>	<b>Mar-19</b>	<b>Apr-19</b>	<b>May-19</b>	<b>Jun-19</b>	<b>Jul-19</b>	<b>Aug-19</b>	<b>Sep-19</b>	<b>TOTAL</b>
<b>ACQUISITION</b>													
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846
Total donors	862,443	880,904	899,366	911,674	923,981	936,289	948,597	960,904	973,212	985,520	997,828	1,010,135	1,010,135
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>													
Mailable donors	452,469	461,726	470,976	477,139	483,302	489,465	495,628	501,791	507,955	514,118	520,281	526,436	
Letters mailed (1.5 mailings per month)	950,185	969,625	989,049	1,001,991	1,014,934	1,027,877	1,040,819	1,053,762	1,066,704	1,079,647	1,092,590	1,105,516	12,392,699
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	
Spending	\$380,074	\$387,850	\$395,619	\$400,797	\$405,974	\$411,151	\$416,328	\$421,505	\$426,682	\$431,859	\$437,036	\$442,206	\$4,957,079
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	35,632	36,361	37,089	37,575	38,060	38,545	39,031	39,516	40,001	40,487	40,972	41,457	464,726
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	
Revenue	\$1,354,014	\$1,381,716	\$1,409,394	\$1,427,838	\$1,446,281	\$1,464,724	\$1,483,167	\$1,501,611	\$1,520,054	\$1,538,497	\$1,556,940	\$1,575,360	\$17,659,596
Net	\$973,940	\$993,866	\$1,013,775	\$1,027,041	\$1,040,307	\$1,053,573	\$1,066,840	\$1,080,106	\$1,093,372	\$1,106,638	\$1,119,904	\$1,133,153	\$12,702,516
<b>TOTAL DM SPENDING</b>													<b>\$18,457,079</b>
<b>TOTAL DM REVENUE</b>													<b>\$24,305,749</b>
<b>COMBINED NET</b>													<b>\$5,848,670</b>
	<b>Oct-19</b>	<b>Nov-19</b>	<b>Dec-19</b>	<b>Jan-20</b>	<b>Feb-20</b>	<b>Mar-20</b>	<b>Apr-20</b>	<b>May-20</b>	<b>Jun-20</b>	<b>Jul-20</b>	<b>Aug-20</b>	<b>Sep-20</b>	<b>TOTAL</b>
<b>ACQUISITION</b>													
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	

## MONTHLY DETAILS

Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846
Total donors	1,028,597	1,047,058	1,065,520	1,077,828	1,090,135	1,102,443	1,114,751	1,127,058	1,139,366	1,151,674	1,163,981	1,176,289	1,176,289
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>													
Mailable donors	535,731	544,971	554,214	560,377	566,540	572,704	578,867	585,030	591,193	597,356	603,519	609,685	
Letters mailed (1.5 mailings per month)	1,125,034	1,144,439	1,163,850	1,176,792	1,189,735	1,202,677	1,215,620	1,228,562	1,241,505	1,254,447	1,267,390	1,280,338	14,490,390
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	
Spending	\$450,014	\$457,776	\$465,540	\$470,717	\$475,894	\$481,071	\$486,248	\$491,425	\$496,602	\$501,779	\$506,956	\$512,135	\$5,796,156
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	42,189	42,916	43,644	44,130	44,615	45,100	45,586	46,071	46,556	47,042	47,527	48,013	543,390
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	
Revenue	\$1,603,174	\$1,630,826	\$1,658,486	\$1,676,929	\$1,695,372	\$1,713,815	\$1,732,258	\$1,750,701	\$1,769,144	\$1,787,587	\$1,806,030	\$1,824,481	\$20,648,806
Net	\$1,153,160	\$1,173,050	\$1,192,946	\$1,206,212	\$1,219,478	\$1,232,744	\$1,246,010	\$1,259,276	\$1,272,542	\$1,285,808	\$1,299,074	\$1,312,346	\$14,852,650
<b>TOTAL DM SPENDING</b>													<b>\$19,296,156</b>
<b>TOTAL DM REVENUE</b>													<b>\$27,294,959</b>
<b>COMBINED NET</b>													<b>\$7,998,803</b>
	<b>Oct-20</b>	<b>Nov-20</b>	<b>Dec-20</b>	<b>Jan-21</b>	<b>Feb-21</b>	<b>Mar-21</b>	<b>Apr-21</b>	<b>May-21</b>	<b>Jun-21</b>	<b>Jul-21</b>	<b>Aug-21</b>	<b>Sep-21</b>	<b>TOTAL</b>
<b>ACQUISITION</b>													
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846
Total donors	1,194,751	1,213,212	1,231,674	1,243,981	1,256,289	1,268,597	1,280,904	1,293,212	1,305,520	1,317,828	1,330,135	1,342,443	1,342,443
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>													
Mailable donors	618,913	628,159	637,404	643,567	649,730	655,893	662,056	668,219	674,383	680,546	686,709	692,871	
Letters mailed (1.5 mailings per month)	1,299,717	1,319,133	1,338,548	1,351,491	1,364,433	1,377,376	1,390,318	1,403,261	1,416,203	1,429,146	1,442,088	1,455,029	16,586,745
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	
Spending	\$519,887	\$527,653	\$535,419	\$540,596	\$545,773	\$550,950	\$556,127	\$561,304	\$566,481	\$571,658	\$576,835	\$582,012	\$6,634,698
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	48,739	49,468	50,196	50,681	51,166	51,652	52,137	52,622	53,108	53,593	54,078	54,564	622,003
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	
Revenue	\$1,852,097	\$1,879,765	\$1,907,431	\$1,925,874	\$1,944,318	\$1,962,761	\$1,981,204	\$1,999,647	\$2,018,090	\$2,036,533	\$2,054,976	\$2,073,417	\$23,636,112
Net	\$1,332,210	\$1,352,112	\$1,372,012	\$1,385,278	\$1,398,544	\$1,411,810	\$1,425,076	\$1,438,342	\$1,451,609	\$1,464,875	\$1,478,141	\$1,491,405	\$17,001,414
<b>TOTAL DM SPENDING</b>													<b>\$20,134,698</b>
<b>TOTAL DM REVENUE</b>													<b>\$30,282,265</b>
<b>COMBINED NET</b>													<b>\$10,147,567</b>
	<b>Oct-21</b>	<b>Nov-21</b>	<b>Dec-21</b>	<b>Jan-22</b>	<b>Feb-22</b>	<b>Mar-22</b>	<b>Apr-22</b>	<b>May-22</b>	<b>Jun-22</b>	<b>Jul-22</b>	<b>Aug-22</b>	<b>Sep-22</b>	<b>TOTAL</b>
<b>ACQUISITION</b>													
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	

MONTHLY DETAILS

Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846
Total donors	1,360,904	1,379,366	1,397,828	1,410,135	1,422,443	1,434,751	1,447,058	1,459,366	1,471,674	1,483,981	1,496,289	1,508,597	1,508,597
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>													
Mailable donors	702,121	711,365	720,610	726,773	732,936	739,099	745,262	751,425	757,588	763,752	769,915	776,078	
Letters mailed (1.5 mailings per month)	1,474,454	1,493,867	1,513,281	1,526,223	1,539,166	1,552,108	1,565,051	1,577,993	1,590,936	1,603,878	1,616,821	1,629,764	18,683,541
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	
Spending	\$589,782	\$597,547	\$605,312	\$610,489	\$615,666	\$620,843	\$626,020	\$631,197	\$636,374	\$641,551	\$646,728	\$651,906	\$7,473,416
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	55,292	56,020	56,748	57,233	57,719	58,204	58,689	59,175	59,660	60,145	60,631	61,116	700,633
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	
Revenue	\$2,101,097	\$2,128,761	\$2,156,425	\$2,174,868	\$2,193,311	\$2,211,754	\$2,230,197	\$2,248,640	\$2,267,083	\$2,285,526	\$2,303,969	\$2,322,413	\$26,624,046
Net	\$1,511,316	\$1,531,214	\$1,551,113	\$1,564,379	\$1,577,645	\$1,590,911	\$1,604,177	\$1,617,443	\$1,630,709	\$1,643,975	\$1,657,241	\$1,670,508	\$19,150,630
<b>TOTAL DM SPENDING</b>													<b>\$20,973,416</b>
<b>TOTAL DM REVENUE</b>													<b>\$33,270,200</b>
<b>COMBINED NET</b>													<b>\$12,296,783</b>
	Oct-22	Nov-22	Dec-22	Jan-23	Feb-23	Mar-23	Apr-23	May-23	Jun-23	Jul-23	Aug-23	Sep-23	TOTAL
<b>ACQUISITION</b>													
Spending	\$1,500,000	\$1,500,000	\$1,500,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$13,500,000
Cost per letter mailed	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	\$0.33	
Letters mailed	4,615,385	4,615,385	4,615,385	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	3,076,923	41,538,462
Response rate	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	0.40%	
Donations	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Average donation	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	\$40.00	
Revenue	\$738,462	\$738,462	\$738,462	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$492,308	\$6,646,154
New donors	18,462	18,462	18,462	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	12,308	166,154
Net	-\$761,538	-\$761,538	-\$761,538	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$507,692	-\$6,853,846
Total donors	1,527,058	1,545,520	1,563,981	1,576,289	1,588,597	1,600,904	1,613,212	1,625,520	1,637,828	1,650,135	1,662,443	1,674,751	1,674,751
Cost per dollar raised	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	\$ 2.03	
<b>RENEWAL</b>													
Mailable donors	785,321	794,566	803,810	809,973	816,137	822,300	828,463	834,626	840,789	846,952	853,115	859,278	
Letters mailed (1.5 mailings per month)	1,649,174	1,668,588	1,688,002	1,700,944	1,713,887	1,726,829	1,739,772	1,752,714	1,765,657	1,778,599	1,791,542	1,804,484	20,780,192
Cost per letter mailed	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	\$0.40	
Spending	\$659,670	\$667,435	\$675,201	\$680,378	\$685,555	\$690,732	\$695,909	\$701,086	\$706,263	\$711,440	\$716,617	\$721,794	\$8,312,077
Response rate	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Donations	61,844	62,572	63,300	63,785	64,271	64,756	65,241	65,727	66,212	66,697	67,183	67,668	779,257
Average donation	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	\$38.00	
Revenue	\$2,350,073	\$2,377,738	\$2,405,402	\$2,423,846	\$2,442,289	\$2,460,732	\$2,479,175	\$2,497,618	\$2,516,061	\$2,534,504	\$2,552,947	\$2,571,390	\$29,611,773
Net	\$1,690,403	\$1,710,303	\$1,730,202	\$1,743,468	\$1,756,734	\$1,770,000	\$1,783,266	\$1,796,532	\$1,809,798	\$1,823,064	\$1,836,330	\$1,849,596	\$21,299,696
<b>TOTAL DM SPENDING</b>													<b>\$21,812,077</b>
<b>TOTAL DM REVENUE</b>													<b>\$36,257,927</b>
<b>COMBINED NET</b>													<b>\$14,445,850</b>

\$130,750,000

MULLANEY  
EXHIBIT 27



## 10-Year Marketing Summary

	Sep-13	Oct-14	Oct-15	Oct-16	Oct-17	Oct-18	Oct-19	Oct-20	Oct-21	Oct-22	Oct-23	TOTALS
DM spending	\$10,566,844	\$15,444,205	\$16,315,766	\$17,143,258	\$17,985,625	\$18,823,079	\$19,662,156	\$20,500,608	\$21,339,416	\$22,178,077	\$179,757,621	
DM revenue	\$8,472,502	\$12,264,946	\$15,373,443	\$18,321,384	\$21,322,309	\$24,305,749	\$27,294,050	\$30,282,265	\$33,270,200	\$36,257,927	\$225,165,686	
DM net	-\$3,893,641	-\$3,178,259	-\$942,322	\$1,178,127	\$3,336,687	\$5,482,670	\$7,652,803	\$10,781,567	\$11,936,783	\$14,079,850	\$45,408,065	
Donors	194,316	427,694	643,970	860,245	1,076,521	1,292,797	1,509,072	1,725,348	1,941,624	2,157,899	2,157,899	
President's Circle	\$590,000	\$1,400,000	\$2,200,000	\$3,000,000	\$3,800,000	\$4,500,000	\$5,162,000	\$5,900,000	\$6,656,000	\$7,400,000	\$40,518,000	
Major gifts	\$3,000,000	\$4,000,000	\$6,000,000	\$6,000,000	\$6,000,000	\$8,000,000	\$8,000,000	\$10,000,000	\$11,000,000	\$12,000,000	\$77,000,000	
Foundations	\$100,000	\$200,000	\$300,000	\$400,000	\$500,000	\$600,000	\$700,000	\$800,000	\$900,000	\$1,000,000	\$5,500,000	
Investment income	\$351,625	\$533,359	\$445,012	\$416,593	\$393,634	\$460,853	\$158,220	\$165,459	\$195,370	\$241,155	\$3,361,589	
Gross revenue	\$10,424,126	\$18,396,305	\$23,316,455	\$28,137,977	\$34,016,243	\$37,866,602	\$42,315,189	\$47,147,225	\$52,021,570	\$56,899,082	\$351,545,275	
Net revenue	\$57,784	\$2,955,100	\$8,002,690	\$10,094,719	\$16,030,621	\$19,043,573	\$22,653,032	\$26,647,027	\$30,682,154	\$34,721,035	\$171,787,655	
Program spending info	\$5,183,172	\$7,721,602	\$8,157,283	\$8,571,629	\$8,992,811	\$9,411,540	\$9,831,078	\$10,250,349	\$10,669,708	\$11,089,038	\$89,378,810	
Program spending incl	\$1,500,000	\$5,000,000	\$5,000,000	\$7,000,000	\$8,000,000	\$12,500,000	\$15,000,000	\$17,500,000	\$20,000,000	\$25,000,000	\$114,500,000	
Program spending overhead	\$750,000	\$750,000	\$875,000	\$875,000	\$1,000,000	\$1,000,000	\$1,125,000	\$1,125,000	\$1,250,000	\$1,250,000	\$1,250,000	
Program spending total	\$7,483,172	\$11,471,602	\$14,032,283	\$16,446,629	\$17,992,811	\$22,911,540	\$25,956,078	\$28,875,349	\$31,919,708	\$37,338,038	\$214,378,810	
% spent on programs	55.40%	56.82%	60.32%	63.13%	64.81%	68.55%	70.17%	71.62%	72.81%	75.16%	65.89%	
Total spending	\$13,416,344	\$20,188,805	\$23,262,245	\$26,050,442	\$28,111,370	\$33,423,677	\$35,992,634	\$40,315,001	\$42,839,416	\$49,678,077		
Surgeries	42,857	85,714	142,857	200,000	238,571	357,143	428,571	500,000	571,429	714,286	3,271,429	
Overhead and admin total	\$1,500,000	\$1,500,000	\$1,750,000	\$1,750,000	\$2,000,000	\$2,000,000	\$2,250,000	\$2,250,000	\$2,500,000	\$2,500,000	\$20,000,000	
% Total spending to overhead	11%	7%	8%	7%	7%	6%	6%	6%	6%	5%		
Impact loan interest	\$50,000	\$245,800	\$196,480	\$157,184	\$175,747	\$100,598	\$80,478	\$64,588				
Yearly net surplus	-\$3,442,276	-\$2,944,900	-\$947,310	-\$755,281	\$2,230,621	\$43,523	\$241,032	\$997,927	\$1,526,154	-\$178,995	-\$3,230,345	
Assets (without loan)	\$5,870,647	\$2,428,631	-\$516,269	\$1,462,579	\$2,218,800	\$11,761	\$10,675,716	\$4,615,694	\$1,293,343	\$9,038,497	\$7,859,302	
Impact loan assets	\$5,850,000	\$15,350,000	\$15,350,000	\$15,350,000	\$15,350,000	\$15,350,000	\$15,350,000	\$10,131,000	\$5,219,000			
Total assets	\$11,720,647	\$17,778,631	\$14,833,731	\$13,886,421	\$13,131,140	\$15,361,761	\$55,274,284	\$5,515,316	\$6,512,343	\$9,038,497	\$7,859,302	
Liability without loan	\$2,679,000	\$3,720,000	\$4,974,600	\$6,171,080	\$7,328,264	\$8,454,011	\$4,795,391	\$9,56,391	\$1,715,609	\$4,554,609	\$4,554,609	
Liability reduced over time	\$5,850,000	\$14,350,000	\$15,350,000	\$12,350,000	\$11,350,000	\$10,350,000	\$9,350,000	\$5,511,000	\$2,838,000			
Impact loan repayment								\$5,511,000	\$2,838,000			
Total liabilities	\$8,529,000	\$18,070,000	\$16,324,600	\$18,521,080	\$18,678,264	\$18,804,011	\$4,554,609	\$4,554,609	\$4,554,609	\$4,554,609		
Net surplus	\$3,191,347	-\$300,369	-\$3,490,869	-\$4,634,659	-\$5,547,124	\$3,442,230	\$719,675	\$960,707	\$1,657,734	\$3,483,888	\$3,304,893	
Repay Impact Loans at 66%												

Repay Impact Loans at 6%

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EXHIBIT -27

Brian Mullaney

8/17/17

S. Anelle Santos, RPR, CSR

TransPerfect Legal

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